

2021 proposals

The Nomination Committee's reasoned statement regarding proposals for the Board of Directors of Trelleborg AB (publ) for adoption at the 2021 Annual General Meeting.

In accordance with the Principles for the appointment of the Nomination Committee adopted by the Annual General Meeting, the Chairman of the Board contacted Trelleborg's, as at the end of August, five largest shareholders to ask that they each appoint one member to the Nomination Committee ahead of the 2021 Annual General Meeting.

The Nomination Committee subsequently had the following composition:

Ragnar Lindqvist, Dunker Interests
Henrik Didner, Didner & Gerge Funds
Peter Lagerlöf, Lannebo Funds
Johan Sjöström, Second Swedish National Pension Fund
Anna Sundberg, Handelsbanken Funds

The Nomination Committee proposes that the Board of Directors shall be comprised of seven members, with no deputies. The seven members are

1. Hans Biörck
2. Gunilla Fransson
3. Monica Gimre
4. Johan Malmquist
5. Peter Nilsson (CEO)
6. Anne Mette Olesen
7. Jan Ståhlberg

Furthermore, it is proposed that Hans Biörck be re-elected as Chairman of the Board.

Susanne Pahlén Åklundh has announced that she will not be standing for re-election.

Monica Gimre is proposed as a new Board member. Monica Gimre has broad industrial and international experience from almost 30 years in the Tetra Pak group. She is currently CEO of the subsidiary Sidel in Parma, Italy. The Nomination Committee sought a candidate who holds a senior executive position in addition to possessing solid industrial and international experience. Monica Gimre satisfactorily meets these criteria.

Ahead of the Annual General Meeting, the Nomination Committee has held four minuted meetings, interviewed a Board member and the CEO and studied the Chairman's report on the internal evaluation of the work of the Board. The Nomination Committee also maintained regular contact. The Nomination Committee's conclusion is that the Board functioned effectively during the year and that the Chairman and the Board members are pursuing the Board work in a motivated and committed manner, and that Monica Gimre will be a good addition to the Board.

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 conclusion is that the proposed 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 shall have a, considering the company's operations, stage of development and conditions in general, suitable composition, characterized by diversity and breadth as regards the expertise, experience and background of the members of the Board. It is also stated that gender balance is to be pursued. Excluding the CEO, three of the six proposed Board members are women (50 percent) and including the CEO, three of the seven proposed Board members are women (42.8 percent). The Nomination Committee has also determined that the proposed Board members have the possibility to set aside the necessary time for the Board assignment.

The Nomination Committee considers the Board members Hans Björck, Monica Gimre, Anne Mette Olesen, and Jan Ståhlberg to be independent in relation to the company, company management and the company's major shareholders. It is further noted that Peter Nilsson is dependent in relation to the company and that Johan Malmquist and Gunilla Fransson are dependent in relation to the company's largest shareholder, the Dunker Interests.

Stockholm, February 2021

Nomination Committee of Trelleborg AB (publ)