



**Minutes of the Annual General Meeting (“Meeting”) of Trelleborg AB  
(publ), Corporate Registration Number 556006-3421, Thursday, April  
27, 2023 in Trelleborg**

**Item 1**

**Opening of the meeting and election of Chairman of the Meeting**

The Meeting was opened by the Chairman of the Board Hans Biörck, after which attorney Hans Petersson was elected Chairman of the Meeting.

It was noted that the Chairman had entrusted the Secretary of the Board Katarina Olsson to keep the minutes of today’s Meeting.

The Chairman stated that the Board of Directors had decided that it would be possible for shareholders to exercise their voting rights both by attending the Meeting and in the form of postal voting in accordance with the provisions in Trelleborg’s Articles of Association. The Meeting was also informed that the Board had decided that non-shareholders could follow the proceedings of the Meeting, thereby enabling the Meeting to be livestreamed on the company’s website.

The Chairman informed the Meeting that individuals were present in the Meeting venue who were not shareholders. The Meeting resolved that these individuals could be present at the Meeting.

**Item 2**

**Election of one or two persons to verify the minutes**

The Meeting resolved that today’s minutes were to be verified by Kurt Dahlman (Greta O Johan Kocks Fromma Stiftelse) and Andreas Wollheim (SEB Fonder) as well as the Chairman.

**Item 3**

**Preparation and approval of voting list**

A list of shareholders, proxies and advisors in attendance at the Meeting had been drawn up by Euroclear Sweden AB on behalf of the company, based on the Meeting’s share register, the shareholders who have provided notification and are present in the Meeting venue, and received postal votes, **Appendix 1**. This list was approved as the voting list for the Meeting.



#### **Item 4**

#### **Approval of the Agenda**

The Meeting resolved to approve the agenda proposed in the notice of the Meeting.

#### **Item 5**

#### **Determination of whether the Meeting has been duly convened**

The Chairman informed the Meeting that the notice of the Meeting had been published in accordance with the provisions of the Articles of Association in *Post och Inrikes Tidningar* on March 24, 2023 and on the company's website on March 22, 2023. An announcement that the notice had been issued was also published in *Dagens Industri* on March 24, 2023 and *Trelleborgs Allehanda* on March 25, 2023.

The Meeting resolved that the Meeting had been duly convened.

#### **Item 6**

#### **President's presentation of operations**

In his address to the Meeting, the President commented on the preceding fiscal year.

Following the presentation, the Meeting participants were given the opportunity to ask questions.

#### **Item 7**

#### **Consideration of the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Consolidated Auditor's Report**

The Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Consolidated Auditor's Report for the 2022 fiscal year were presented, in addition to the Auditor's statement on whether the approved remuneration guidelines for senior executives has been followed. The Board of Directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act pertaining to the proposed dividend, the Board of Directors' remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act and the Board of Directors' proposal pursuant to items 16-18 including the Board's statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act and the Board of Directors' report pursuant to Chapter 20, Section 13 of the Swedish Companies Act and the Auditor's statement pursuant to Chapter 20, Section 14 of the Swedish Companies Act were presented.

The company's auditor in charge Hans Warén presented the audit for the year and the Auditor's Report. An opportunity was provided to pose questions to Hans Warén.



## **Item 8**

### **Presentation of the work of the Board of Directors and work within the Remuneration, Audit and Finance Committees**

Hans Biörck presented the work of the Board of Directors during the preceding fiscal year and the work of the Remuneration Committee, Audit Committee and Finance Committee.

## **Item 9**

### **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 of Directors and of the President from personal liability**

The Meeting adopted the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet for the 2022 fiscal year.

The Meeting resolved in accordance with the proposal of the Board of Directors to pay a cash dividend of 6.00 SEK per share to the shareholders and for the remaining amount to be carried forward. The record date for the distribution of dividends was confirmed as May 2, 2023. The Meeting was informed that the dividend was expected to be distributed by Euroclear Sweden AB on May 5, 2023.

The Meeting resolved in accordance with the auditor's recommendation, to discharge the members of the Board of Directors and the President from personal liability for the 2022 fiscal year. It was noted that persons affected by the decision did not participate to the extent the decision concerned themselves.

## **Item 10**

### **Presentation of the work of the Nomination Committee**

Ragnar Lindqvist presented the composition of the Nomination Committee and its work to the Meeting. An opportunity was provided to pose questions to the Nomination Committee.



### **Item 11**

#### **Determination of the number of members of the Board of Directors**

The Meeting resolved in accordance with the Nomination Committee's proposal that the Board of Directors should comprise seven members elected by the Meeting, with no deputies.

### **Item 12**

#### **Determination of fees for members of the Board of Directors and the auditor**

The Meeting resolved in accordance with the Nomination Committee's proposal:

- that the fees paid to the members of the Board of Directors shall be SEK 5,550,000 with SEK 2,050,000 to be paid to the Chairman and SEK 700,000 each to be paid to those Board members appointed by the Meeting who are not employed within the Trelleborg Group;
- that the fees payable to members of the Audit Committee shall be SEK 290,000 for the Chairman and SEK 170,000 to other members who are not employed within the Trelleborg Group;
- that the fees payable to members of the Remuneration Committee shall be SEK 95,000 for the Chairman and SEK 170,000 to other members who are not employed within the Trelleborg Group;
- that the fees payable to those assigned to the Finance Committee shall be SEK 95,000 each for the Chairman and to other members who are not employed within the Trelleborg Group; and
- that the auditor's fees shall be paid on a current account basis.

### **Item 13**

#### **Election of the Board of Directors and the Chairman of the Board**

The Meeting was informed that the other assignments of the Board members proposed for re-election were available on the company's website and annual report, and for the proposed new Board member in the notice.

The Meeting resolved in accordance with the Nomination Committee's proposal, for the period until the next Annual General Meeting, for the re-election of Gunilla Fransson, Monica Gimre, Johan Malmquist, Peter Nilsson, Anne Mette Olesen and Jan Ståhlberg, and the election of Henrik Lange as new member of the Board of Directors.

The Meeting resolved in accordance with the Nomination Committee's proposal to elect Johan Malmquist as the new Chairman of the Board of Directors.



#### **Item 14**

##### **Election of auditor**

The Meeting resolved in accordance with the Nomination Committee's proposal, on the recommendation of the company's Audit Committee, for the re-election of Deloitte AB as the company's auditor for the period until the end of the next Annual General Meeting. It was noted that the registered auditing firm Deloitte announced that Hans Warén would continue as the auditor in charge.

#### **Item 15**

##### **Resolution on approval of the Board of Directors' remuneration report**

The Meeting resolved to approve the Board of Directors' remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, in accordance with **Appendix 2**.

#### **Item 16**

##### **Resolution on the Board of Directors' proposal for principles of remuneration for senior executives**

The Chairman presented the main content of the Board of Directors' proposal for principles of remuneration for senior executives.

The Meeting resolved in accordance with the Board of Directors' proposal for principles of remuneration for senior executives, **Appendix 3**.

#### **Item 17**

##### **Resolution on authorization of the Board of Directors to resolve on repurchase of own shares**

The Chairman presented the main content of the Board's proposal on authorization of the Board of Directors to resolve on repurchase of own shares.

The Chairman informed the Meeting that the resolution on the proposal requires approval of at least two thirds of the votes cast and the shares represented at the Meeting.

The Meeting resolved, in accordance with the Board's proposal, to authorize the Board of Directors to resolve on repurchase of own shares, **Appendix 4**, and the Board's statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, **Appendix 5**.

It was noted that the resolution was passed with the required majority.



## Item 18

### **Resolution on (A) reduction of share capital by means of cancellation of repurchased shares and (B) increase in the share capital through a bonus issue without issue of new shares**

The Chairman presented the main content of the Board of Directors' proposal for a resolution on (A) reduction of share capital by means of cancellation of repurchased shares and (B) increase in the share capital through a bonus issue without issue of new shares.

The Chairman informed the Meeting that the proposals under Item 18 are considered to be a joint decision and that such a resolution on the proposal requires approval of at least two thirds of the votes cast and the shares represented at the Meeting.

The Meeting resolved, in accordance with the Board of Directors' decision, to reduce the share capital by means of cancellation of repurchased shares and to increase the share capital through a bonus issue without issue of new shares as well as the Board of Directors' report pursuant to Chapter 20, Section 13 of the Swedish Companies Act, **Appendix 6**, and the Auditor's report pursuant to Chapter 20, Section 14 of the Swedish Companies Act, **Appendix 7**.

It was noted that the resolution was passed with the required majority.

## Item 19

### **Closure of Meeting**

The Chairman declared the Meeting closed.

A ceremony was held for outgoing Chairman of the Board Hans Biörck during which the shareholders expressed their sincere gratitude.

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Signatures are provided on the following page



Keeper of the minutes

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Katarina Olsson

Verified by

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Hans Petersson

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Kurt Dahlman

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Andreas Wollheim

# Remuneration report 2022

This report describes how the principles for remuneration of senior executives at Trelleborg, adopted by the 2022 Annual General Meeting, were implemented in 2022. The report has been prepared in accordance with the Swedish Companies Act and the remuneration rules issued by the Swedish Corporate Governance Board.

## Scope, purpose and deviations

A prerequisite for the successful implementation of Trelleborg's business strategy and safeguarding of its long-term interests, including its sustainability strategy, is that Trelleborg is able to recruit and retain qualified personnel. To this end, it is necessary that Trelleborg offers market-based and competitive remuneration. Trelleborg's principles for remuneration of senior executives enable Trelleborg to offer executives a competitive total remuneration. Under these principles, executive remuneration shall be on market terms and may consist of the following components: fixed salary, variable salary (annual variable salary and long-term incentive programs), pension provisions and other benefits.

The variable remuneration shall be linked to predetermined and measurable criteria, which may be financial or non-financial. These may also be individualized, quantitative or qualitative objectives.

The principles, which were adopted unanimously by the 2022 Annual General Meeting, were fully implemented in 2022.

The auditor's report regarding Trelleborg's compliance with the principles for remuneration of senior executives is available under Corporate governance at [www.trelleborg.com](http://www.trelleborg.com).

No remuneration was reclaimed or limited, nor did the company refrain from making any payment in 2022.

## Share-based remuneration

Trelleborg does not have any long-term share-based incentive plans. It should be noted that Trelleborg's principal owner – the Henry Dunker Donation Fund & Foundations – offered Trelleborg Group Management call options in 2018 with a term of five years. Trelleborg did not participate in this offer and any expenses in connection herewith will therefore not be incurred for the Trelleborg Group. For more information regarding this incentive plan, including the criteria on which the outcome will be based, please refer to the section on Trelleborg Group Management on pages 56–57 of 2022 Annual Report.

## Application of performance criteria

The performance criteria forming the basis for the President's variable remuneration have been selected to ensure delivery in line with Trelleborg's strategy and to encourage behavior that is in the long-term interests of Trelleborg. The strategic objectives and short and long-term business priorities for 2022 have been taken into account in the selection of performance measures. The performance criteria forming the basis for the one-year annual variable salary were Earnings before tax or Earnings before interest and tax (EBT or EBIT), Operating cash flow (OCF) and a sustainability target. The performance criteria for the three-year long-term incentive (LTI) program

was Earnings per share (EPS). All performance criteria exclude items affecting comparability.

## Further information on executive remuneration

Further information on executive remuneration is available in Note 10 (Employees and personnel costs) on pages 81–82 of the 2022 Annual Report. Information on the work of the Remuneration Committee in 2022 is set out in the Corporate Governance Report, available on pages 43–47 of the 2022 Annual Report.

Remuneration of the Board of Directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in Note 10 on page 82 of the 2022 Annual Report.

## Information on key developments 2022

The President and CEO summarizes Trelleborg's overall performance in his statement on pages 4–7 of the 2022 Annual Report.



### 1 – TOTAL REMUNERATION OF THE PRESIDENT AND CEO

Table 1 below sets out the total remuneration expensed or paid to Trelleborg's President and CEO during 2022 and 2021.

SEK 000s	Year	Fixed remuneration		Variable remuneration		Extraordinary items	Pension costs	Total remuneration	Proportion of fixed and variable remuneration <sup>1</sup>
		Fixed salary	Other benefits	Annual variable salary	Long-term incentive program				
Peter Nilsson, President and CEO	2022	12,317	220	7,279	7,559		5,363	32,738	55/45
	2021	11,917	221	8,956	4,614		5,181	30,889	56/44

<sup>1</sup> Pension included in fixed remuneration.

### 2A – PERFORMANCE OF THE PRESIDENT AND CEO IN THE REPORTED FISCAL YEAR

Table 2A below describes how the criteria for variable short-term remuneration were expensed during the fiscal year.

Peter Nilsson, President and CEO	Remuneration components	Relative weighting of the performance criteria	a) Measured performance and b) actual award/remuneration outcome	
Peter Nilsson, President and CEO	Earnings before tax (EBT) <sup>2</sup>	65%	a) EUR 618.8 M	b) SEK 4,918,000
	Operating cash flow (OCF) <sup>2</sup>	25%	a) EUR 478.2 M	b) SEK 1,603,000
	Sustainability	10%	a) Full achievement	b) SEK 757,000

<sup>2</sup> Excluding items affecting comparability.

### 2B – PERFORMANCE OF THE PRESIDENT AND CEO IN THE REPORTED FISCAL YEAR

Table 2B below describes how the criteria for variable long-term remuneration were expensed during the fiscal year.

Peter Nilsson, President and CEO	Remuneration components	Relative weighting of the performance criteria	a) Measured performance and b) actual award/remuneration outcome	
Peter Nilsson, President and CEO	Earnings per share (EPS) <sup>3</sup> 2022 (Program 2020–2022)	33.3%	a) SEK 18.31	b) SEK 2,520,000
	Earnings per share (EPS) <sup>3</sup> 2022 (Program 2021–2023)	33.3%	a) SEK 18.31	b) SEK 2,520,000
	Earnings per share (EPS) <sup>3</sup> 2022 (Program 2022–2024)	33.3%	a) SEK 18.31	b) SEK 2,520,000

<sup>3</sup> Excluding items affecting comparability.

### 3 – COMPARATIVE INFORMATION ON CHANGE IN REMUNERATION AND TRELLEBORG PERFORMANCE

Table 3 – Changes in remuneration and Trelleborg performance over the last five reported fiscal years.

Annual change	2019 vs 2018	2020 vs 2019	2021 vs 2020	2022 vs 2021	2022
<b>Executive remuneration</b>					
Peter Nilsson, President and CEO, SEK 000s	-5,285 (-19.0%)	-3,860 (-17.2%)	+12,257 (65.7%)	+1,849 (6.0%)	<b>32,738</b>
<b>Trelleborg's performance</b>					
Earnings before interest and tax (EBIT) <sup>4</sup> , SEK M	-36 (-0.8%)	-376 (-8.1%)	+1,023 (23.9%)	+2,197 (41.4%)	<b>6,973</b>
Earnings per share (EPS) <sup>4</sup> , SEK	-0.45 (-3.7%)	-1.0 (-8.4%)	+3.36 (30.8%)	+4.06 (28.5%)	<b>18.31</b>
<b>Employee remuneration</b>					
Average total remuneration on a full-time-equivalent basis of employees of Trelleborg AB, excluding Group Management, SEK 000s	+17 (1.5%)	-64 (-5.6%)	-90 (-8.3%)	-35 (3.5%)	<b>957</b>
Development of gap between the remuneration of senior executives and remuneration of employees of Trelleborg AB, excluding Group Management, %	-2.89	-1.17	7.01	1.25	

<sup>4</sup> Excluding items affecting comparability.

### **The Board of Directors' proposal for principles of remuneration for senior executives**

The Board of Directors of Trelleborg AB (publ) proposes that the Annual General Meeting to be held on April 27, 2023, resolves to approve the following principles of remuneration for senior executives in Trelleborg.

Senior executives, including the President and CEO as well as other members of Group Management, fall within the scope of these principles. The principles are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the principles by the 2023 Annual General Meeting. These principles do not apply to any remuneration decided on or approved by the Annual General Meeting.

Trelleborg is a world leader in engineered polymer solutions that seal, damp and protect critical applications in demanding environments. Trelleborg's strategy of securing leading positions in selected industries is supported by four strategic cornerstones: Geographic balance, Portfolio optimization, Structural improvements and Excellence. These ensure that all levels within the Group maintain focus and conduct activities that are in line with the strategy. For more information regarding Trelleborg's business strategy, please see the section of Group's strategy at [www.trelleborg.com](http://www.trelleborg.com).

A prerequisite for the successful implementation of Trelleborg's business strategy and safeguarding of its long-term interests, including its sustainability strategy, is that Trelleborg is able to recruit, develop and retain qualified senior executives. To this end, it is necessary that Trelleborg offers market-aligned and competitive remuneration. These principles enable Trelleborg to offer senior executives competitive total remuneration. The aim of all variable remuneration covered by these principles is to promote Trelleborg's business strategy and long-term interests, including its sustainability profile.

#### **Types of remuneration**

Remuneration is to be on market terms and may consist of the following components: fixed salary, variable remuneration, pension benefits and other benefits. Additionally, the Annual General Meeting may – irrespective of these principles – resolve on, among other items, share-based or share-price-based remuneration.

The satisfaction of criteria for awarding variable remuneration is to be measured over a period of one year (short-term incentive program) or several years (long-term incentive programs). The following applies for senior executives, including the President and CEO:

- the short-term incentive program may amount to not more than 100 percent of the fixed salary during the measurement period.
- the long-term incentive programs may amount to not more than 100 percent of the fixed salary during the measurement period.

Further variable remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining senior executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 percent of the fixed salary and may not be paid more than once each year per individual. Any resolution on such remuneration for the President and CEO shall be made by the Board based on a proposal from the Remuneration Committee. Any resolution on such remuneration for other senior executives shall be made by the Remuneration Committee based on a proposal from the President and CEO.

Variable remuneration will only qualify for pension benefits to the extent required by mandatory collective agreement provisions or otherwise stated by local law.

For the President and CEO pension benefits, including health insurance, are to be defined contribution. Variable remuneration does not qualify for pension benefits. The pension premiums for defined contribution pension are to amount to not more than 45 percent of the fixed salary. For other senior executives, pension benefits, including health insurance, are to be defined contribution unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions or otherwise stated by local law. The pension premiums for defined contribution pension are to amount to not more than 35 percent of the fixed salary.

Other benefits may include, for example, life insurance, medical insurance and company cars. Premiums and other costs relating to such benefits may amount to not more than 15 percent of the fixed salary.

For employment contracts governed by legislation outside of Sweden, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these principles.

Trelleborg does not have any long-term share-based incentive plans. Such plans must be resolved by the Annual General Meeting and are therefore excluded from these principles.

#### **Criteria for awarding variable cash remuneration**

The variable remuneration is to be linked to predetermined and measurable criteria of a financial or non-financial nature. They may also be individualized, quantitative or qualitative objectives. The criteria are to be designed so that they contribute to Trelleborg's business strategy and long-term interests, including its sustainability strategy by, for example, being clearly linked to the business results or promoting the senior executive's long-term development.

The extent to which the criteria for awarding variable remuneration have been fulfilled is to be evaluated/ determined when the measurement period has ended. The Remuneration Committee is responsible for evaluating variable remuneration to the President and CEO, subsequently to be approved by the Board of Directors. For variable remuneration to other senior executives, the President and CEO is responsible for the evaluation, subsequently to be approved by the Remuneration Committee, in accordance with the grandparent principle. For financial objectives, the evaluation is to be based on the latest financial information published by the Trelleborg Group.

#### **Right to withhold or reclaim remuneration**

Terms and conditions for variable remuneration are to be designed so that the Board of Directors (i) has the right to limit or refrain from payment of variable remuneration if exceptional economic circumstances occur and if such a measure is considered reasonable, and (ii) has the right to withhold or reclaim variable remuneration paid to an executive based on results that afterwards were found to have been misstated because of wrongdoing or malpractice (so called malus and claw back).

The Board of Directors may, at its discretion, limit or refrain from payment of the individual variable salary if a senior executive, including the President and CEO, has breached or neglected Trelleborg's Code of Conduct and/or Trelleborg's sustainability commitments as a responsible corporate citizen, including environmental, social and governance factors.

#### **Termination of employment**

If employment of a senior executive is terminated by the company, the contractual notice period will not exceed 24 months. During the notice period all employment conditions will apply, unless otherwise expressly agreed between the company and the employee. No additional severance payments will be made to the employee. When a senior executive terminates their employment, the contractual notice period will not exceed six months, and there is no right to any severance pay.

## **Salary and employment conditions for employees**

In the preparation of the Board of Directors' proposal for these remuneration principles, current salary and employment conditions for employees of Trelleborg have been taken into account. Information on the employees' total income, the components of the remuneration, and its increase and growth rate over time, have been evaluated. Thereafter, the Remuneration Committee and the Board of Directors decide whether the principles and the limitations set out herein are reasonable.

## **Decision-making process to determine, review and implement the principles**

The Board of Directors has established a Remuneration Committee. The Committee's tasks include preparing the Board of Directors' decision to propose remuneration principles for Group Management. The Board of Directors is to prepare a proposal for new principles at least every fourth year and submit such proposal to the Annual General Meeting. The principles shall apply until new principles are adopted by the Annual General Meeting. The Remuneration Committee is also to monitor and evaluate programs for variable remuneration for senior executives, the application of the principles for senior executive remuneration as well as the current remuneration structures and levels in Trelleborg. The members of the Remuneration Committee are independent from Trelleborg and its senior executives. The President and CEO including other members of senior executives do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by the same.

## **Derogation from the principles**

The Board of Directors may temporarily resolve to derogate from the principles, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve Trelleborg's long-term interests, including its sustainability strategy, or to ensure Trelleborg's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolution in remuneration-related matters. This includes any resolution to derogate from the principles.

## **Shareholder's views**

The Board of Directors has not received any views from the shareholders on the principles of remuneration for senior executives.

## **Description of significant changes compared to previous principles of remuneration for senior executives**

Under the section **Types of remuneration**, the following changes are proposed.

Previously, the definition of annual maximum outcome for the long-term incentive program was linked to the annual maximum outcome of the short-term incentive program. The proposal is to link the annual maximum outcome in the long-term incentive program to the fixed salary from 2023. This means that the structure can be independently defined for both the short- and the long-term incentive program. This change itself doesn't have any impact on the size of the long-term incentive program entitlement (neither higher or lower).

For attraction and performance purposes in extraordinary circumstances the following new amendment have been proposed:

Further variable remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining senior executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 percent of the fixed salary and may not be paid more than once each year per individual. Any resolution on such remuneration for the President and CEO shall be made by the Board based on a proposal from the Remuneration Committee. Any resolution

on such remuneration for other senior executives shall be made by the Remuneration Committee based on a proposal from the President and CEO.



**The Board of Directors' of Trelleborg AB (publ) proposal regarding authorization for the Board of Directors to resolve on repurchase of own shares**

The Board of Directors of Trelleborg AB (publ) (the “**Company**”) proposes that the Annual General Meeting on April 27, 2023 resolves to authorize the Board of Directors to resolve on acquisition of own class B shares, on the following terms and conditions:

- (i) acquisition may take place on Nasdaq Stockholm, on one or more occasions prior to the next Annual General Meeting;
- (ii) acquisition may be made of such amount of shares of class B that the Company's holding of own shares does not at any time exceed one tenth of the total number of shares in the Company, provided that, based on the most recently adopted balance sheet, there is sufficient unrestricted equity;
- (iii) acquisition may be made at a price which falls within the prevailing price interval registered at each point in time (i.e. in the interval between the highest purchase price and the lowest selling price); and
- (iv) payment of acquired shares shall be made in cash.

The purpose of the proposed authorization, is to enable the Board of Directors to start adapt the Company's capital structure and thereby contribute to increased shareholder value. The intent is that the repurchased shares later will be cancelled by resolutions of upcoming Annual General Meetings.

The Board of Directors shall be entitled to resolve on other terms and conditions for the repurchase of own shares. The Chairman of the Board of Directors, or the person appointed by the Chairman of the Board of Directors, is authorized to make such minor adjustments in the above proposal that may prove to be necessary in connection with execution of the Board of Directors' resolution on repurchase of own shares.

In order to be valid, a resolution regarding authorization of the Board of Directors to acquire own shares of class B requires approval of at least two thirds of the votes cast and the shares represented at the meeting.

March 2023  
Board of Directors of Trelleborg AB (publ)



**The Board of Directors' of Trelleborg AB (publ) statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act**

The Board of Directors of Trelleborg AB (publ) (the “**Company**”) has proposed that the Annual General Meeting on April 27, 2023 shall authorise the Board of Directors, during the time up to the next Annual General Meeting, to resolve on acquisition of the Company’s own shares of class B. By reason of the Board of Directors’ proposal, the Board of Directors hereby issues the following statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act.

The company’s unappropriated earnings as per December 31, 2022, amount to TSEK 10 708 029 before resolution on any dividend for 2022. No assets or liabilities have been valued at actual value pursuant to Chapter 4, Section 14a of the Swedish Annual Accounts Act.

Provided that the Annual General Meeting resolves to allocate the earnings in accordance with the Board of Directors’ proposal under item 9b on the agenda, TSEK 9 163 750 will be carried forward. As described in the statement of the Board of Directors pursuant to Chapter 18, Section 4 of the Swedish Companies Act, there will be full coverage for the company’s restricted equity after distribution of the proposed dividend. Further, the Board of Directors has made the assessment that the dividend is justifiable considering the requirements set forth in Chapter 17, Section 3 of the Swedish Companies Act.

According to the Board of Directors’ assessment, the Company’s and the group’s shareholders’ equity, following any repurchase of own shares pursuant to the proposed authorisation will still be sufficiently large in relation to the type, scope and risks of the operations. The Board of Directors has taken into account the Company’s and the group’s historic trend, budgeted development and the economic situation. The Board of Directors has conducted an assessment of the Company’s and the group’s financial position and the Company’s and the group’s potential to fulfil their obligations in the short and long-term. The Company’s and the group’s financial solidity is considered to be good, in relation to the industry in which the group operates, also taking the proposed authorisation into account.

The execution of any repurchase of own shares will not impact the Company’s and the group’s ability to fulfil their payment obligations. The Company and the group have good access to both short and long-term credit facilities. The Board of Directors believes that the Company and the group have the prerequisites to take future business risks and also be able to cope with possible losses. The execution of any repurchase of own shares will not have negative impacts on the Company’s and the group’s ability to conduct further business investments according to the Board of Directors’ plans. In addition to the statements above, the Board of Directors has considered other known conditions that may be significant to the Company’s and the group’s financial position. No circumstances have occurred that make the proposed authorisation to repurchase own shares not to appear to be justifiable.

THE BOARD OF DIRECTORS  
Trelleborg AB (publ)  
March 2023



**The Board of Directors' of Trelleborg AB (publ) proposal for resolutions on (A) reduction of the share capital by means of cancellation of repurchased shares and (B) increase of the share capital through a bonus issue without issue of new shares and statement by the Board of Directors**

Trelleborg has within the framework of the company's buyback program on the basis of the authorization granted by the Annual General Meeting 2022, acquired own shares. As of March 17, 2023, Trelleborg held 15,945,864 own shares of series B, corresponding to approximately 5.88 percent of the total number of shares in the company.

As previously communicated, the intent is that the repurchased shares shall be cancelled by resolution of upcoming Annual General Meetings. Hence, the Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of own shares, and to increase the share capital by way of a bonus issue in accordance with item (A) and (B) below. The resolutions are conditional upon each other and are therefore proposed to be adopted as one resolution as follows.

**A. Reduction of share capital by cancellation of own shares**

The Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity.

The reduction of the share capital shall be made by cancellation of 15,945,864 own shares of series B that are held by the company. The reduction of the share capital will be SEK 154,143,352 by way of cancellation of 15,945,864 shares of series B.

The resolution to reduce the share capital under this item (A) may be executed without a permit from the Swedish Companies Registration Office or, in the event of a dispute, a general court, as the company simultaneously carries out a bonus issue, as set out under item (B) below, with an amount corresponding to no less than the amount the share capital is being reduced with, as set out above. Combined, these measures entail that neither the company's restricted equity nor its share capital is reduced.

**B. Bonus issue**

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item (A) above, the Board of Directors proposes that the Annual General Meeting simultaneously resolves on a bonus issue to increase the company's share capital by SEK 154,143,352 through a transfer of SEK 154,143,352 from the company's unrestricted equity. The bonus issue shall be carried out without issue of new shares.

**Statement by the Board of Directors pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act**

In view of the Board of Directors' proposal for resolution on reduction of the share capital through cancellation of shares, the Board of Directors hereby issues the following statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act.

It follows from the proposal on reduction of the share capital that the Board proposes that the company's share capital shall be reduced by SEK 154,143,352 through cancellation of 15,945,864 shares of series B for allocation to unrestricted equity.



In order to achieve a time-efficient cancellation procedure without the requirement of obtaining the Swedish Companies Registration Office's or a general court's permission, the Board has also proposed that the Annual General Meeting resolves on restoring the company's share capital to its current amount by increasing the share capital with SEK 154,143,352 by way of a bonus issue without issuance of new shares. The amount is to be transferred from the company's unrestricted equity to the company's share capital.

Through the reduction of the share capital due to the cancellation of shares, the company's share capital is reduced by SEK 154,143,352 and through the bonus issue the company's share capital is increased by the same amount. The company's restricted equity and share capital will therefore remain unchanged after the implementation of the bonus issue.

Following completion of the reduction of the share capital and the bonus issue, the number of shares will be 255,125,919, of which 28,500,000 are shares of series A and 226,625,919 are shares of series B.

#### **Authorization**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors, or the person appointed by the Board, to make such minor adjustments to the resolutions according to item (A) and (B) above as may be required for registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.

#### **Conditions and majority requirements**

The resolutions under items (A) and (B) are conditional upon each other. In order for the resolutions by the General Meeting in accordance with the Board of Directors' proposals above to be valid, the resolutions must be accepted by shareholders holding no less than two thirds of the votes cast as well as the shares represented at the General Meeting.

March 2023  
Board of Directors of Trelleborg AB (publ)



**Auditor's statement pursuant to section 20:14 in the Swedish Companies Act (2005:551) regarding the Board of Directors' report on special redemption conditions, etc.**

**To the shareholders' meeting of Trelleborg AB, 556006-3421**

We have reviewed the Board of Directors' report on special redemption conditions dated 21 March 2023.

*Responsibilities of the Board of Directors*

The Board of Directors are responsible for the preparation of the report on special redemption conditions in accordance with the Swedish Companies Act and also for the existence of such internal control that the Board of Directors deem necessary in order to prepare the report without material misstatements, whether the material misstatements are due to fraud or error.

*Auditor's responsibility*

Our responsibility is to express an opinion on special redemption conditions based on our review. We have performed the review in accordance with FAR's recommendation RevR 9 *Auditor's other statements in accordance with the Swedish Companies Act and the Swedish Companies Ordinance*. This recommendation requires that we plan and perform the review in such a way as to ensure, with a limited degree of certainty, that the report does not contain any material misstatements. The audit firm applies International Standard on Quality Management 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

We are independent from Trelleborg AB in accordance with generally accepted auditing standards in Sweden and have fulfilled our ethical responsibilities under these requirements.

The review comprises, through various measures, collecting evidence of financial and other information in the Board of Director's report. The auditor selects which procedures will be performed, by means of, among other things, assessing the risks of there being material misstatements in the report due to either fraud or error. In the risk assessment, the auditor takes into account the parts of the internal control that are relevant to the Board of Directors' preparation of the report in order to design audit procedures that are appropriate according to the circumstances, but not for the purpose of expressing a statement on the effectiveness of the internal control. The review has also included an assessment of the appropriateness and the reasonableness of the assessments made by the Board of Directors. We believe that the evidence that we have obtained is sufficient and appropriate to provide a basis for our statement.

*Statement*

In our opinion, the Board of Directors' report and the measures taken, ensuring that neither the company's restricted equity nor its share capital decreases, are appropriate, and that the assessments made regarding the effects of these measures are correct.

*Other information*

The sole purpose of this statement is to fulfill the requirement imposed by section 20:14 in the Swedish Companies Act and the statement may not be used for any other purpose.

Malmö, March 30, 2023

Deloitte AB

*Signature on Swedish Original*

Hans Warén  
Authorized Public Accountant

*This is a translation of the Swedish language original. In the event of any differences between this translation and the Swedish language original, the latter shall prevail.*