

The Nomination Committee's reasoned statement regarding proposals for the Board of Directors of Trelleborg AB (publ) for adoption at the 2023 Annual General Meeting

In accordance with the instructions for the Nomination Committee adopted by the Annual General Meeting, the Chairman of the Board contacted Trelleborg's five largest registered shareholders in terms of votes at the end of August to request that they each appoint one member to the Nomination Committee ahead of the 2023 Annual General Meeting.

The Nomination Committee subsequently had the following composition:

- Ragnar Lindqvist, Dunker Foundations
- Per Trygg, Lannebo Funds
- Anna Sundberg, Handelsbanken Funds
- Johan Sjöström, Second Swedish National Pension Fund
- Ulrik Grönwall, Swedbank Robur Funds

The Nomination Committee proposes that the Board of Directors should comprise seven members, with no deputies. The seven proposed members are

1. Gunilla Fransson
2. Monica Gimre
3. Henrik Lange
4. Johan Malmquist
5. Peter Nilsson (President)
6. Anne Mette Olesen
7. Jan Ståhlberg

After 14 years on the Board, five of which as Chairman, Hans Biörck has announced that he will not be standing for re-election.

The Nomination Committee therefore proposes that Johan Malmquist be elected as new Chairman of the Board. Johan Malmquist has been a Board member of the Trelleborg Group since 2016 and is well acquainted with Trelleborg's strategies, goals and the demands that the Group's future direction is expected to place on the Board of Directors. In light of, for example, Johan Malmquist's knowledge of the company, own experience over many years as a CEO of a global industrial listed company and his background as Chairman of other companies, the Nomination Committee has determined that Johan Malmquist will comfortably meet the requirements as Chairman of the Board of Trelleborg. Johan Malmquist will resign as Board member of the Dunker Foundations prior to the Annual General Meeting.

Henrik Lange is proposed as new member of the Board. Henrik was born in 1961 and has extensive industrial experience from many different senior roles primarily at SKF but also as CEO of Gunnebo and Johnson Pump Group. The Nomination Committee sought a candidate with broad industrial and international experience and believes that Henrik Lange meets these requirements well and will thus contribute to the work of the company's Board of Directors. In conjunction with the Annual General Meeting, Henrik Lange will be appointed new board member of the Dunker Foundations.

To assess the demands imposed on the Board as a consequence of the company's current position and future direction, the Nomination Committee has discussed the size and composition of the Board in terms of industry experience, expertise, international experience, sustainability experience and diversity. The Nomination Committee has also assessed each Board member's possibility to allocate the necessary time and commitment to the Board assignment, also considering that it is advantageous for a Board member to have a limited number of other board assignments, which allows them to better devote their expertise, external experiences and networking experience for the benefit of Trelleborg. The Nomination Committee has noted that the Board members have a high meeting attendance and that they are well prepared ahead of the meetings. The Nomination Committee has also assessed the appropriateness of the number of Board members. An important basis for the assessment has been the principle that the composition of the Board shall reflect and allow scope for the various skills and experiences required for a company of Trelleborg's size, international presence and technical breadth and depth. Following a particularly detailed analysis, 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 assessment is that the proposed Board of Directors corresponds well with these requirements and will have the capability to pursue efficient and dedicated Board work.

Ahead of the Annual General Meeting, the Nomination Committee held seven minuted meetings, interviewed two current Board members, a new proposed Board member and the CEO and CFO, 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 assessment 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 dedicated manner.

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 six proposed Board members are women (50 percent) and including the President, three of the seven proposed Board members are women (42.8 percent).

Ahead of the Annual General Meeting, the Nomination Committee considers the Board members Johan Malmquist, Monica Gimre, Anne Mette Olesen and Jan Ståhlberg to be independent of the company, company management and the company's major shareholders. The Committee also notes that Peter Nilsson is dependent in relation to the company and that Henrik Lange and Gunilla Fransson are dependent in relation to the company's largest shareholder, the Dunker Foundations.

Stockholm, February 2023
Nomination Committee of Trelleborg AB (publ)