



**Minutes of the Extraordinary General Meeting (“EGM”) of Trelleborg AB (publ), company registration number 556006-3421, Tuesday, December 28, 2021**

**§ 1**

**Election of Chairman of the meeting**

In accordance with the Board of Director’s proposal, the EGM 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 EGM 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 EGM 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 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.

It was noted that no request for information pursuant to Section 23 of the abovementioned Act 2020:198 had been received by the company.

**§ 2**

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

The EGM resolved, in accordance with the proposal of the Board of Directors, that today’s minutes should be verified by, in addition to the chairman, Ragnar Lindqvist (representing Dunker Foundations).

**§ 3**

**Preparation and approval of the voting list**

The EGM resolved to approve the list prepared by Euroclear Sweden AB on behalf of the company, **Appendix 4**, as the voting list for the EGM.



#### § 4

##### **Approval of the agenda**

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

#### § 5

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

It was noted that notice of the EGM in accordance with the articles of association has been published in Post- och Inrikes Tidningar (the Swedish Official Gazette) on December 7, 2021 and on the company's website on December 2, 2021. Notification that the notice has been made has also been published in Dagens Industri on December 7, 2021.

The EGM resolved that the meeting had been duly convened.

#### § 6

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

It was noted that the Board of Director's proposal to authorise the Board of Directors to resolve on repurchase of own shares, **Appendix 5**, the Board of Director's statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, **Appendix 6**, the Board of Director's report pursuant to Chapter 19, Section 24 of the Swedish Companies Act, **Appendix 7**, the auditor's statement pursuant to Chapter 19, Section 24 of the Swedish Companies Act, **Appendix 8**, and the Annual Report and the Audit Report for the financial year 2020 had been kept available to the shareholders three weeks before the EGM, at the company and at the company's website and sent to the shareholders who requested it.

The EGM resolved in accordance with the Board of Director's proposal on authorisation of the Board of Directors to resolve on repurchase of own shares. It was noted that the resolution, with the exception of shareholders with a total holding of approximately 0.2 percent of the shares represented at the meeting, was adopted unanimously, and that the resolution was thus taken with the required majority of two thirds of the votes cast as well as of the shares represented at the meeting.

---

Signatures follow on the next page



Keeper of the minutes

---

Charlotta Grähs

Verified by

---

Hans Björck

---

Ragnar Lindqvist



## NOTICE OF EXTRAORDINARY GENERAL MEETING IN TRELLEBORG AB (PUBL)

The shareholders of Trelleborg AB (publ), company registration number 556006-3421, are hereby invited to participate in the Extraordinary General Meeting on Tuesday, December 28, 2021.

The Board of Directors has decided that the Extraordinary General Meeting should be conducted solely by way of postal vote pursuant to Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. This means that the meeting will be held without the physical presence of shareholders, representatives or external parties. The shareholders will therefore only be able to exercise their voting rights by postal voting in the order described below.

Information regarding the resolutions passed at the Extraordinary General Meeting will be published on December 28, 2021 as soon as the result of the voting has been finally confirmed.

## NOTIFICATION AND REGISTRATION

To be entitled to participate in the Extraordinary General Meeting by postal voting, shareholders must:

- be registered as a shareholder in the shareholders' register maintained by Euroclear Sweden AB as of Friday, December 17, 2021; and
- notify the company of their intention to participate in the Extraordinary 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 Monday, December 27, 2021 at the latest. Note that notification of participation in the Extraordinary General Meeting can only be effected via postal voting.

To be entitled to participate in the Extraordinary 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 Extraordinary 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 Friday, December 17, 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 Tuesday, December 21, 2021, will be taken into account in the preparation of the share register.

## POSTAL VOTING

A special form is to be used for postal voting. The postal voting form is considered as the notification of participation at the Extraordinary General Meeting. 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), "Extraordinary General Meeting" 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 received by Euroclear Sweden AB on Monday, December 27, 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 Monday, December 27, 2021 at the latest.

If the shareholder wishes to submit their postal vote by 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 authorisation document must be enclosed along with the form.

The shareholder is not allowed to include special instructions or conditions in the postal vote. If so, the entire postal vote is invalid. Further information and conditions can be found in 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.

Requests to receive such information must be submitted in writing to the company not later than December 18, 2021 by mail to Trelleborg AB (publ), Attn: General Counsel, Box 153, SE-231 22 Trelleborg, Sweden or by e-mail to [extrabolagsstamma@trelleborg.com](mailto:extrabolagsstamma@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, no later than December 23, 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 Approval of the agenda
- 5 Determination of whether the meeting has been duly convened
- 6 Resolution on authorisation of the Board of Directors to resolve on repurchase of own shares

## **PROPOSALS FOR DECISION**

### **1 –ELECTION OF CHAIRMAN OF THE MEETING**

The Board of Directors proposes the Chairman of the Board of Directors, Hans Biörck, to be elected as Chairman of the Extraordinary 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 Ragnar Lindqvist, or in the event that he is unable to participate, the person appointed by the Board of Directors, to verify the minutes of the meeting.

The duties of the minute-checker also includes 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 and recommended by the minute-checker.

### **4 – APPROVAL OF THE AGENDA**

The agenda included in the notice is proposed to be approved as the agenda for the meeting.

### **5 – DETERMINATION OF WHETHER THE MEETING HAS BEEN DULY CONVENED**

The meeting is proposed to have been duly convened, with the endorsement of the Chairman of the meeting, based on the provisions concerning convening notice to the meeting as set out in the Swedish Companies Act and the articles of association.



## **6 – RESOLUTION ON AUTHORISATION OF THE BOARD OF DIRECTORS TO RESOLVE ON REPURCHASE OF OWN SHARES**

The Board of Directors proposes that the Extraordinary General Meeting on December 28, 2021 resolves to authorise 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 authorisation, 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 resolution 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 authorised 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 authorisation 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 Extraordinary General Meeting.

### **DOCUMENTATION**

The Board of Director's complete proposal regarding authorisation to repurchase own shares is set out above. The Board of Director's statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, the report pursuant to Chapter 19, Section 24 of the Swedish Companies Act, the auditor's statement pursuant to Chapter 19, Section 24 of the Swedish Companies Act, and the Annual Report and the Audit Report for the financial year 2020 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) no later than three weeks prior to the Extraordinary General Meeting. 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 total number of shares in the company on the date of this notice amounts to 271,071,783, of which 28,500,000 are shares of class A (ten votes per share) and 242,571,783 shares of class B (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)  
December 2021



## NOTIFICATION OF PARTICIPATION AND FORM FOR POSTAL VOTING

in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

**To be received by Euroclear Sweden AB no later than Monday December 27, 2021.**

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Trelleborg AB (publ), Reg. No. 556006-3421 at the Extraordinary General Meeting on December 28, 2021. The voting right is exercised in accordance with the voting options marked below.

Shareholder	Personal identity number/registration number

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

<b>Place and date</b>	
<b>Signature</b>	
<b>Clarification of signature</b>	
<b>Telephone number</b>	<b>E-mail</b>

## Instructions:

- Complete the information above
- Select the preferred voting options below
- Print, sign and send the form in the original to Trelleborg AB, "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. A completed and signed form may also be submitted electronically and shall, in such case, be sent to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Shareholders who are natural persons can also submit their postal votes electronically by verifying with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>
- If the shareholder is a natural person who is personally postal voting, it is the shareholder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign
- A power of attorney shall be enclosed if the shareholder postal votes by proxy. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form
- **Please note that a shareholder whose shares are registered in the name of a bank or securities institute must register its shares in its own name to vote.** Instructions regarding this are included in the notice convening the meeting

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote (*i.e.* the postal voting in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented. One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by Euroclear Sweden AB will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered.

The form, together with any enclosed authorisation documentation, shall be received by Euroclear Sweden AB no later than Monday December 27, 2021. A postal vote can be withdrawn up to and including Monday December 27, 2021 by contacting Euroclear Sweden AB via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) with reference "Trelleborg AB Extraordinary General Meeting", with mail to Trelleborg AB, "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by telephone +46 8 402 92 42 (Monday-Friday 9.00 am - 4.00 pm (CET)).

For complete proposals regarding the items on the agenda, kindly refer to the notice convening the meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).



## Extraordinary General Meeting in Trelleborg AB (publ) on December 28, 2021

The options below comprise the proposals submitted by the Board of Directors which are included in the notice convening the Extraordinary General Meeting.

<b>1. Election of Chairman of the meeting</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>2. Election of one or two person(s) to verify the minutes</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>3. Preparation and approval of the voting list</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>4. Approval of the agenda</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>5. Determination of whether the meeting has been duly convened</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>6. Resolution on authorisation of the Board of Directors to resolve on repurchase of own shares</b> Yes <input type="checkbox"/> No <input type="checkbox"/>

**The shareholder wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting  
(Completed only if the shareholder has such a wish)**

Item/items (use numbering):

## Postal votes - final outcome (26§ 2020:198)

	A - 10 votes	B - 1 vote	Total
Present shares	28 500 000	70 953 420	99 453 420
Present votes	285 000 000,0	70 953 420,0	355 953 420,0
Issued share capital	28 500 000	242 571 783	271 071 783

	Votes			Shares			% of given votes			% present shares			% of issued share capital		
	For	Against	Not voted	For	Against	Not voted	For	Against	Not voted	For	Against	Not voted	For	Against	No vot./rep.
<b>1 - Election of Chairman of the meeting</b>															
	354 400 979,0	0,0	1 552 441,0	97 900 979	0	1 552 441	100,000%	0,000%	0,436%	98,439%	0,000%	1,561%	36,116%	0,000%	63,884%
<b>2 - Election of one or two person(s) to verify the minutes</b>															
	354 400 979,0	0,0	1 552 441,0	97 900 979	0	1 552 441	100,000%	0,000%	0,436%	98,439%	0,000%	1,561%	36,116%	0,000%	63,884%
<b>3 - Preparation and approval of the voting list</b>															
	354 400 948,0	0,0	1 552 472,0	97 900 948	0	1 552 472	100,000%	0,000%	0,436%	98,439%	0,000%	1,561%	36,116%	0,000%	63,884%
<b>4 - Approval of the agenda</b>															
	354 400 948,0	0,0	1 552 472,0	97 900 948	0	1 552 472	100,000%	0,000%	0,436%	98,439%	0,000%	1,561%	36,116%	0,000%	63,884%
<b>5 - Determination of whether the meeting has been duly convened</b>															
	354 398 699,0	0,0	1 554 721,0	97 898 699	0	1 554 721	100,000%	0,000%	0,437%	98,437%	0,000%	1,563%	36,115%	0,000%	63,885%
<b>6 - Resolution on authorisation of the Board of Directors to resolve on repurchase of own shares</b>															
	355 738 508,0	117 078,0	97 834,0	99 238 508	117 078	97 834	99,967%	0,033%	0,027%	99,784%	0,118%	0,098%	36,610%	0,043%	63,347%



**The Board of Directors' of Trelleborg AB (publ) proposal regarding authorisation 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 Extraordinary General Meeting on December 28, 2021 resolves to authorise 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 authorisation, 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 authorised 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 authorisation 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 Extraordinary General Meeting.

THE BOARD OF DIRECTORS  
Trelleborg AB (publ)  
December 2021

**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 Extraordinary General Meeting on December 28, 2021 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.

As of December 31, 2020, the Company’s funds available (according to Chapter 17, Section 3, first paragraph of the Swedish Companies Act) amounted to SEK 4,274,841,339. No assets or liabilities were valued at actual value pursuant to Chapter 4, Section 14a of the Swedish Annual Accounts Act. At the Annual General Meeting held on April 22, 2021, it was resolved to disburse a dividend of SEK 5.00 per share to the shareholders, in total SEK 1,355,358,915. No additional value transfers have taken place after the Annual General Meeting 2021, which means that the Company’s funds available (according to Chapter 17, Section 3, first paragraph of the Swedish Companies Act) amounts to SEK 2 919 482 424.

Following the execution of any repurchase of own shares, there will still be full coverage for the Company’s restricted equity according to the balance sheet as of December 31, 2020, also taking into account changes in the restricted equity that have occurred after the balance sheet date.

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)  
December 2021

**The Board of Directors' of Trelleborg AB (publ) report pursuant to Chapter 19, Section 24 of the Swedish Companies Act**

The Board of Directors of Trelleborg AB (publ) (the “**Company**”) has proposed that the Extraordinary General Meeting on December 28, 2021 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 the reason of the Board of Directors’ proposal, the Board of Directors hereby issues the following report pursuant to Chapter 19, Section 24 of the Swedish Companies Act regarding events of material significance for the Company’s financial position, which occurred subsequent to the presentation of the annual report. The annual report and auditor’s report for the financial year 2020 are attached hereto.

At the Annual General Meeting held on April 22, 2021, it was resolved to disburse a dividend of SEK 5.00 per share to the shareholders, in total SEK 1,355,358,915, which reduced the unrestricted equity to SEK 2,919,482,424. In addition to the mentioned dividend, no further decisions on value transfers have taken place after December 31, 2020, and no changes have taken place in the Company’s restricted equity.

In addition, subsequent to the presentation of the annual report for the financial year 2020, no events of material significance for the Company’s financial position have occurred other than those that are evident from the Company’s interim report for the period 1 January–30 September 2021.

Trelleborg on December 2 2021

\_\_\_\_\_  
Hans Biörck

\_\_\_\_\_  
Gunilla Fransson

\_\_\_\_\_  
Monica Gimre

\_\_\_\_\_  
Johan Malmquist

\_\_\_\_\_  
Peter Nilsson

\_\_\_\_\_  
Anne Mette Olesen

\_\_\_\_\_  
Jan Ståhlberg

\_\_\_\_\_  
Jimmy Faltin

\_\_\_\_\_  
Maria Eriksson

\_\_\_\_\_  
Lars Pettersson

**Revisorns yttrande enligt 19 kap. 24 § aktiebolagslagen (2005:551) över styrelsens redogörelse och förslag vid beslut om förvärv av egna aktier på bolagsstämma där årsredovisning inte behandlas**

Till bolagsstämman i Trelleborg AB (publ), org.nr 556006-3421

Vi har granskat styrelsens redogörelse och förslag daterade 2021-12-02.

*Styrelsens ansvar för redogörelsen och förslaget*

Det är styrelsen som har ansvaret för att ta fram redogörelsen och förslaget enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen och förslaget utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

*Revisorns ansvar*

Vår uppgift är att uttala oss om förvärv av egna aktier på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 *Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen*. Denna rekommendation kräver att vi planerar och utför granskningen för att uppnå rimlig säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar ISQC 1 (International Standard on Quality Control) och har därmed ett allsidigt system för kvalitetskontroll vilket innefattar dokumenterade riktlinjer och rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Vi är oberoende i förhållande till Trelleborg AB (publ) enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse och förslag. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen och förslaget, vare sig dessa beror på oegentligheter eller misstag. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen och förslaget i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen omfattar också en utvärdering av ändamålsenligheten och rimligheten i styrelsens antaganden. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för mitt vårt uttalande.

*Uttalande*

Vi anser att redogörelsen är rättvisande och vi tillstyrker att bolagsstämman beslutar i enlighet med styrelsens förslag.

*Övriga upplysningar*

Detta yttrande har endast till syfte att fullgöra det krav som uppställs i 19 kap. 24 § aktiebolagslagen och får inte användas för något annat ändamål.

Göteborg den 2 december 2021

Deloitte AB



Hans Warén  
Auktoriserad revisor