



## **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