



Chairman of the Board on corporate governance

Balance between opportunities and risks. In the work of the Board, it is important to maintain an eye on the long-term strategic objective and to focus the business on the markets and segments that offer the best potential for profitable growth, while also taking time to address more urgent matters. Because of the economic climate in primarily Europe, the Board has maintained an elevated level of preparedness in its decision making to enable it to act to address a weakening of demand. In this respect, good corporate governance plays a decisive role. It is important to maintain a healthy balance between development of the Group's business opportunities and identification and management of the risks posed by an increasingly complex and dynamic business environment – both in the short and long-term.

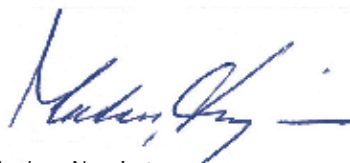
Strong financial base in the operation. During the year, the largest transaction in Trelleborg's recent history, measured in terms of sales and the number of employees, became a reality. July marked the foundation of the joint venture TrelleborgVibracoustic, a world leader in antivibration solutions for light and heavy vehicles. In December, the company's long-term, standalone financing was finalized; a milestone in terms of making TrelleborgVibracoustic operational and an independent global industrial player.

In addition to the above, Trelleborg has a very healthy capital structure, thereby providing flexibility for the future. Net indebtedness declined during the year as did the debt/equity ratio, which is now 38 percent.

Raising the bar and intensified focus. As of the 2013 fiscal year, Trelleborg will work toward new financial targets. Trelleborg's performance and future justify more ambitious targets. In parallel, we have restructured the operational organization with the aim of achieving a stronger focus on core businesses and an even more transparent operation. You can read about the new business areas in this Annual Report.

Corporate Responsibility remains an integral part of the strategic governance of the Trelleborg Group. In this Annual Report, we have elected to highlight sections about employees, production processes and innovation in the opening strategy chapter. Because these aspects account for much of the Group's value generation, this represents a natural and future-oriented change. We have also developed the pages dedicated to corporate governance on the website www.trelleborg.com – please take time to visit these.

Corporate governance promotes value generation. After 14 years on the Board, 11 of which I have served as Chairman, I have declared that I will not be standing for reelection. I have enjoyed myself immensely at Trelleborg. On the Board, and among staff, we have worked intensively over the years to structure and position the Group as a world leader of engineered polymer solutions. This, of course, would not have been possible without good corporate governance. The creation of processes for governance and control has successfully supported the Board and Group Management in their efforts to increase customer and shareholder value. I would like to thank the shareholders for the confidence they have shown in me over the years, and Trelleborg's employees for their steadfast dedication, hard work and great willingness to embrace change. At the same time, I would like to wish the new Board the best of luck with the task ahead.



Anders Narvinger
Chairman of the Board

Corporate governance

Trelleborg is a publicly traded Swedish limited liability company listed on NASDAQ OMX Stockholm Large Cap. Trelleborg applies the Swedish Code of Corporate Governance and presents its 2012 Corporate Governance report in this section. Trelleborg has no deviations to report. The report has been examined by the company's auditor.

Shareholders Share capital in Trelleborg amounts to SEK 2,620 M, represented by 271,071,783 shares, each with a par value of SEK 9.67.

Trelleborg has two classes of shares: 28,500,000 Series A shares and 242,571,783 Series B shares.

Series A shares carry ten votes and Series B shares carry one vote. All Series A shares are owned by the Dunker Funds and Foundations, which comprise a number of foundations, funds and management companies created through testamentary disposition by former owner and founder of the Helsingborg and Trelleborg rubber-production plants, Henry Dunker, who died in 1962.

At year-end, the number of shareholders was 49,932 (51,572).

Of the total number of shares, foreign shareholders accounted for approximately 29 percent (23).

Institutions accounted for the majority of ownership. At the end of the year, 85 percent (66) of the total number of shares were owned by legal entities and 15 percent (34) by private individuals.

For further information on the share and shareholders, refer to pages 4-5 and Trelleborg's website.

Annual General Meeting 2012. The Annual General Meeting took place on Thursday, April 19, 2012 in Trelleborg. At the meeting, 720 shareholders (656)

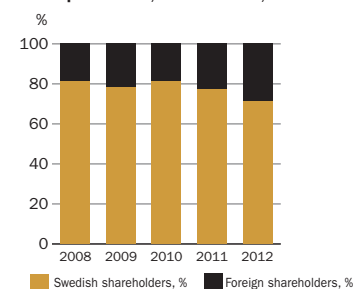
were in attendance, personally or by proxy, representing about 71 percent (72) of the total number of votes. A single shareholder, Dunker Funds and Foundations, represented approximately 76 percent (76) of the votes at the meeting. The Chairman of the Board, Anders Narvinger, was elected Chairman of the Meeting.

All Board members elected by the Annual General Meeting were present.

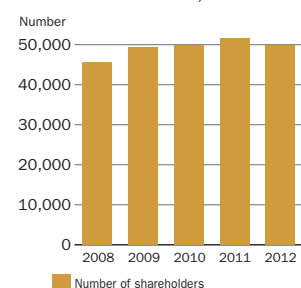
Resolutions The minutes from the Annual General Meeting have been made available on Trelleborg's website. The resolutions passed by the Meeting included the following:

- Dividends to be paid for the 2011 fiscal year as per the Board's and President's proposal in the amount of SEK 2.50 per share.
- Re-election of all Board members.
- Re-election of Anders Narvinger as Chairman of the Board.
- Fees to the Board members and remuneration of the auditor.
- Principles for remuneration and other employment terms for the President and other senior executives.
- Procedures for the Nomination Committee's appointment and work.

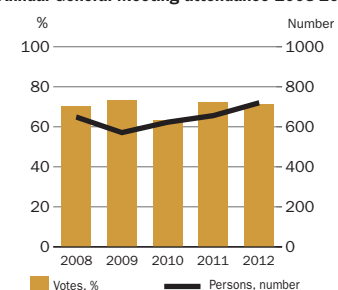
Ownership structure, December 31, 2008-2012



Number of shareholders, December 31, 2008-2012



Annual General Meeting attendance 2008-2012



Further information on corporate governance

The following information is available at www.trelleborg.com:

- Prior Corporate Governance Reports from 2004 and onward.
- Information regarding Trelleborg's Annual General Meetings from 2004 and onward:
 - Notification of AGM
 - Minutes of AGM
 - President's presentations
 - Press release