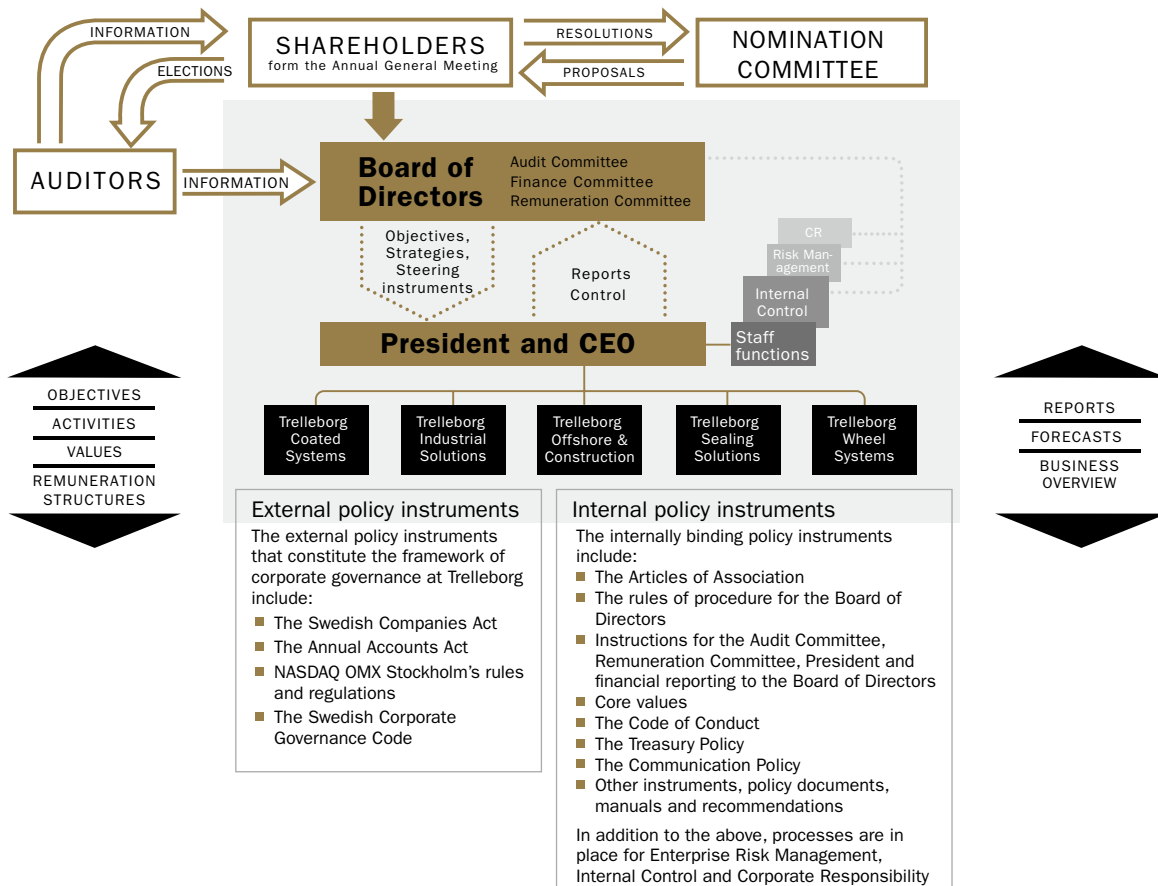


Corporate governance

Trelleborg is a publicly traded Swedish limited liability company listed on NASDAQ OMX Stockholm Large Cap. Trelleborg applies the Swedish Corporate Governance Code and presents its 2013 Corporate Governance report in this section. Trelleborg has no deviations to report. The report has been examined by the company's auditor.



The basis for corporate governance at Trelleborg. A key feature of the Trelleborg Group's culture and core values is effective corporate governance with the purpose of supporting the Board of Directors and management in their efforts to increase customer benefits and achieve greater value and transparency for shareholders.

The responsibility for management and control of the Trelleborg Group is distributed between the shareholders, the Board of Directors, its elected committees and the President, as illustrated above.

Shareholders. Shareholders exercise their power at the Annual General Meeting, which is Trelleborg's highest decision-making body.

The Meeting adopts the Articles of Association and, at the Annual General Meeting, the shareholders appoint Board members, the Chairman of the

Board and auditor, and makes decisions regarding their fees. In addition, the Annual General Meeting passes resolutions regarding the adoption of the income statement and the balance sheet, the allocation of the company's profit and the discharge from liability of the Board members and the President. The Annual General Meeting also makes resolutions regarding the appointment of the Nomination Committee and its work, and the principles for the remuneration and employment terms for the President and other senior executives. The Annual General Meeting is usually held in April.

Annual General Meeting 2013. The 2013 Annual General Meeting took place on April 24, 2013 in Trelleborg. At the meeting, 699 shareholders (720) were in attendance, personally or by proxy, repre-

senting about 71 percent (71) 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 complete minutes and information on the 2013 Annual General Meeting, including the President's speech, are available at www.trelleborg.com/The-Group/Corporate-Governance/Annual-General-Meeting/. The resolutions passed by the Meeting included the following:

- Dividends to be paid for the 2012 fiscal year as per the Board's and President's proposal in the amount of SEK 3.00 per share.



- Re-election of Board members: Hans Biörck, Claes Lindqvist, Sören Mellstig, Peter Nilsson, Bo Risberg, Nina Udnes Tronstad and Heléne Vibbleus.
- Election of Sören Mellstig as new Chairman of the Board.
- Election of Jan Carlson as new Board member.
- Election of auditor and approval of remuneration for the Board members and 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.

The Annual General Meeting thanked Anders Narvingar for his 14 years of service on the Board, 11 of which as Chairman, following his announcement that he would not be standing for reelection.

Annual General Meeting 2014. Trelleborg's 2014 Annual General Meeting will be held on April 23, 2014 in Trelleborg. For information on the Annual General Meeting, refer to *page 106*.

Shareholders and the share. For information on shareholders and the Trelleborg share, refer to *pages 4-5* and www.trelleborg.com/Investors/The-Trelleborg-Share/.

Nomination Committee. The Nomination Committee represents the company's shareholders and nominates Board members and auditors, and proposes remuneration to be paid to these.

Nomination Committee for the 2014 Annual General Meeting. The 2013 Annual General Meeting passed a resolution regarding the Nomination Committee and assigned the Chairman of the Board the task of asking representatives of Trelleborg's five major shareholders at the end of the third quarter to each appoint one member to the Nomination Committee. The composition of the Nomination Committee is presented in the table below. The Nomination Committee also included

Chairman of the Board Sören Mellstig. The guidelines of the principal owners for the selection of candidates to be nominated to the Board specify that they shall possess knowledge and experience relevant to Trelleborg's operations. The Nomination Committee observes the rules regarding the independence of Board members, as stated in the Swedish Corporate Governance Code. The Nomination Committee for 2014 held two meetings (three) and a number of telephone conferences. As a basis for the Committee's work, the Chairman of the Board presented a report on the work of the Board, which included a Board evaluation performed by an external party. Furthermore, the respective Chairs of the Board Committees submitted information on the work of the Committees and the President was interviewed on the performance of the business.

Nomination Committee for the 2014 Annual General Meeting

Name/Representing	Share of votes, Sep 30, 2013	Share of votes, Dec 31, 2013
Rolf Kjellman, Henry and Gerda Dunker Foundation	54.0%	54.0%
Henrik Didner, Didner & Gerge Funds	3.5%	2.6%
Peter Rönström, Lannebo Funds	2.1%	2.0%
Åsa Nisell, Swedbank Robur Funds	1.4%	1.4%
Johan Strandberg, SEB Investment Management	1.5%	1.8%
Total	62.5%	61.8%

Proposals to the 2014 Annual General Meeting. The Nomination Committee has decided to submit the following proposals to the 2014 Annual General Meeting for resolution:

- Re-election of Board members: Hans Biörck, Jan Carlson, Claes Lindqvist, Peter Nilsson, Bo Risberg, Nina Udnes Tronstad and Heléne Vibbleus, with Sören Mellstig as Chairman.
 - Re-election of PricewaterhouseCoopers AB as the company's auditor for 2014.
- In the Nomination Committee's opinion, the proposed Board composition is suitable to meet the long-term needs of the Trelleborg Group.

Board of Directors. The Board of Directors is responsible for the organization and management of Trelleborg's affairs. In accordance with the Articles of Association, the Board of Directors is to consist of three to ten members, without deputies. Board members are elected annually by the Annual General Meeting for the period until close of the next Annual General Meeting.

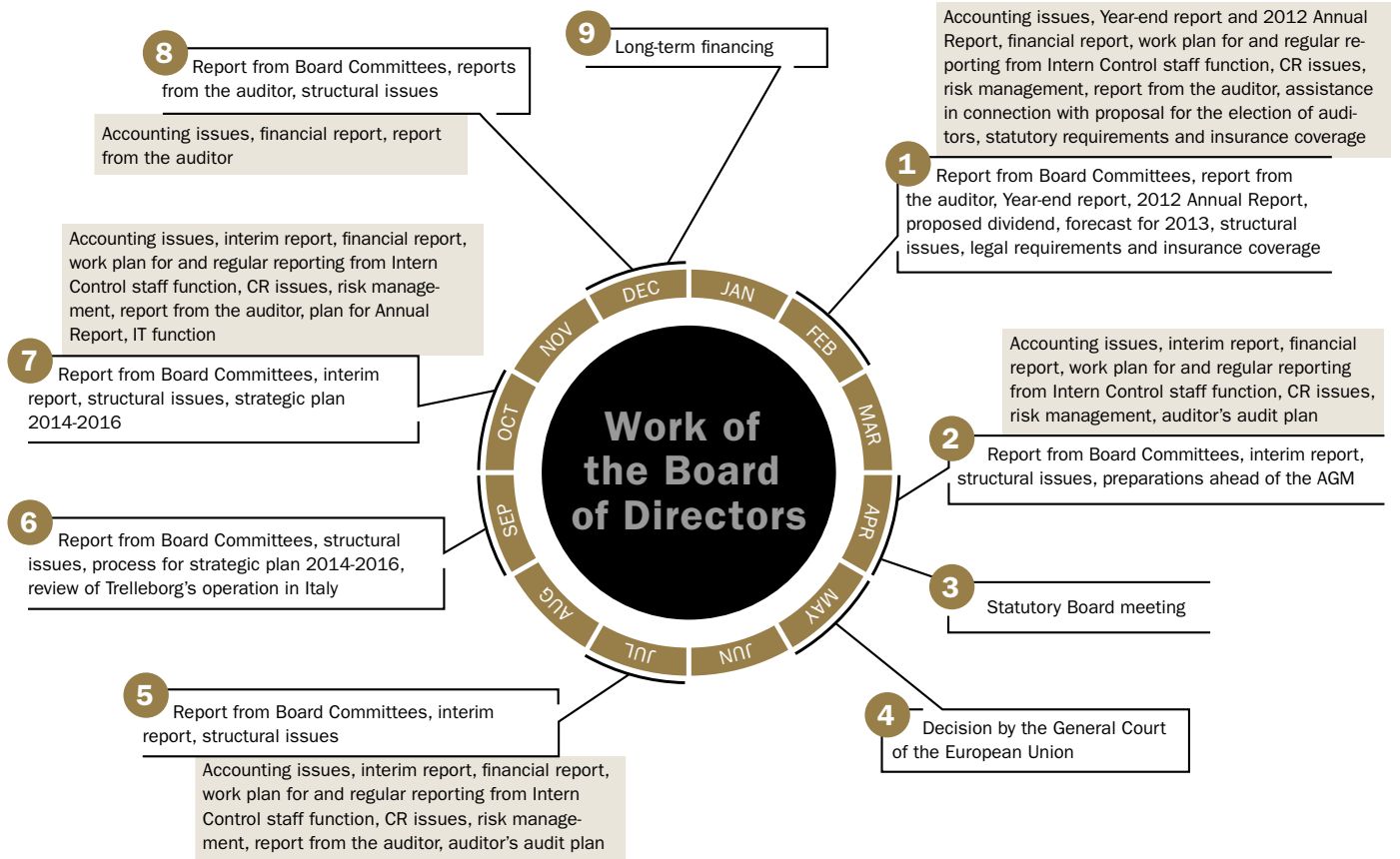
Composition of the Board of Directors in 2013. In 2013, Trelleborg's Board of Directors comprised eight members elected by the Annual General Meeting, including the President and CEO. Employees elect three representatives and one deputy to the Board of Directors. The Group's CFO, Ulf Berghult, attends the Board meetings as does the General Counsel, Ulf Gradén, who serves as the Board's secretary. Other salaried employees of the Group participate in the Board meetings to make presentations on specific matters when necessary.

For further information on Board members, refer to *pages 58-59* and *Note 3 on pages 83-84*.

Chairman of the Board. The responsibility of the Chairman of the Board is to lead and guide the work of the Board and ensure that the work is well organized and conducted efficiently, and that the Board fulfills its obligations. The Chairman monitors operations in dialog with the President. He is responsible for ensuring that other Board members receive the information and documentation necessary to maintain a high level of quality in discussions and decisions, and for ensuring that the Board's decisions are executed.

Independence of the Board. The Board's assessment, which is shared by the Nomination Committee, of the Board members' independence in relation to Trelleborg and the shareholders is presented in the table on *pages 58-59*. As evident from the table, Trelleborg complies with the Swedish Corporate Governance Code's requirements stipulating that the

Work of the Board of Directors in 2013: Nine Board meetings were held in 2013 (eight). Work focused largely on structural issues and the strategic plan.



The President presents a report on the operations' performance at scheduled Board meetings. All business areas are usually given an opportunity to make an in-depth presentation of their operations at a Board meeting at least once per year. The Board conducts reviews with the auditor when audit reports are to be considered.

majority of the Board members elected by the General Meeting must be independent in relation to Trelleborg and company management, and that at least two of these are also to be independent in relation to Trelleborg's major shareholders.

Evaluation of Board members 2013. The Chairman of the Board is responsible for evaluating the Board's work. In 2013, the Chairman met individually with all Board members and an external consultant distributed questionnaires to and carried out individual interviews with members. The results were presented and discussed by the Board and Nomination Committee. The evaluation focused on the Board activities in general and on the contributions made by individual Board members, including the Chairman and President.

Board Committees. The Board has established three committees from within its ranks without this otherwise impacting the Board's responsibilities and duties. These are the Audit, Finance and Remuneration Committees.

Audit Committee. In 2013, the Audit Committee comprised Heléne Vibbleus, who also chairs the Committee, Claes

Lindqvist, Sören Mellstig, who was succeeded by Hans Biörck during the year, and Bo Risberg. The Group's CFO, Ulf Berghult, the Group's General Counsel and Secretary of the Audit Committee, Ulf Gradén, the Head of the Internal Control staff function, the Head of Group Finance and the Head of Group Treasury participate in the Committee meetings, as does the company's auditor, when necessary. During the year, the Committee was given an somewhat changed assignment to representing the Board in matters concerning financing operations, including an increased focus on risk management. In 2013, the Audit Committee held five meetings (five). The matters addressed are presented in the above illustration.

Finance Committee. In 2013, the Finance Committee comprised the Chair of the Committee Heléne Vibbleus, who was succeeded by Sören Mellstig during the year, Bo Risberg and Claes Lindqvist, who was succeeded by Hans Biörck during the year. Others who participate in Finance Committee meetings include the Group's CFO Ulf Berghult and the VP Strategic Development & Group Projects and Committee Secretary, who succeeded the

Group's General Counsel Ulf Gradén and the Head of Group Treasury during the year. In 2013, the Finance Committee held four meetings (five). The Committee, which was partially assigned new duties during the year, acts on behalf of the Board, preparing the strategic issues in relation to financing, evaluating the Group's existing and required financing scope and the impact of major acquisitions on the Group's financial situation.

Remuneration Committee. In 2013, the Remuneration Committee comprised Anders Narvinger, who was succeeded by Sören Mellstig during the year, who also chairs the Committee, Hans Biörck and Claes Lindqvist, who was succeeded by Jan Carlson during the year. Senior Vice President, Human Resources, Sören Andersson, also Secretary of the Remuneration Committee, participates in Committee meetings. In 2013, the Remuneration Committee held five meetings (eight). It represents the Board in such matters as remuneration and employment conditions for senior executives, management succession and succession planning, and leadership development.



Auditor. The Annual General Meeting appoints an auditor that examines the annual report and accounts, the consolidated financial statements, the administration of the Board of Directors and President and the annual report and accounts of subsidiaries, and submits an audit report.

Auditor 2013. Trelleborg's auditor is the PricewaterhouseCoopers AB firm of authorized public accountants, including Authorized Public Accountants Mikael Eriksson and Eric Salander. Mikael Eriksson is the Auditor in Charge. The 2013 Annual General Meeting appointed PricewaterhouseCoopers AB as Trelleborg's auditor for a period of one year.

President and Group Management.

The President and CEO manages the day-to-day administration of Trelleborg. The President is assisted by Group Management comprising presidents of business areas and managers of corporate staff functions.

Group Management 2013. At the end of 2013, Group Management comprised 11 individuals. In 2013, Group Management held five meetings. These meetings focused on the Group's strategic and operational performance and budget follow-up. Trelleborg's operations are organized into five business areas. These consist of about 20 business units, which in turn comprise approximately 40 product areas.

For additional information about Group Management, refer to pages 60-61.

Internal Control. The responsibility of the Board of Directors for internal control is regulated by the Swedish Companies Act and the Swedish Corporate Governance Code. Internal control over financial reporting is included as a part of the overall internal control at Trelleborg, and constitutes a central component of Trelleborg's corporate governance.

Trelleborg has defined internal control as a process that is influenced by the

Board of Directors, the Audit Committee, the President, Group Management and other employees, and is formulated to provide reasonable assurance that Trelleborg's goals are achieved in terms of the following: effective and efficient business activities, reliable reporting and compliance with applicable legislation and regulations. The Internal Control process is based on a control environment that creates discipline and provides structure for the other four components of the process – risk assessment, control structures, information and communication, and monitoring. The starting point for the process is the regulatory framework for internal control issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Internal control over financial reporting.

Internal control of the financial reporting aims to provide reasonable assurance of the reliability of external financial reporting in the form of interim reports, annual reports and year-end reports, and to en-

Auditor's remuneration 2013

SEK M	2013	2012
<i>PricewaterhouseCoopers</i>		
Audit assignment	22	27
Audit activities other than audit assignment	1	4
Tax consultancy services	5	5
Other services	19	10
<i>Other auditors</i>		
Audit assignment	0	1
Tax consultancy services	0	1
Other services	0	-
Total	47	48



MIKAEL ERIKSSON
Authorized Public Accountant, Auditor in Charge

Auditor of the Trelleborg Group since 2011. Partner of PricewaterhouseCoopers AB since 1989. Qualifications: Graduate in business administration, Authorized Public Accountant since 1984. Assignments: Readsoft, Meda, EcoLean and Elverket. Born: 1955



ERIC SALANDER
Authorized Public Accountant

Auditor of the Trelleborg Group since 2010. Partner of PricewaterhouseCoopers AB since 2005. Qualifications: Graduate in business administration, Authorized Public Accountant since 2000. Assignments: Sony Mobile Communications, Gambro, Hilding Anders, Getinge and Bong. Born: 1967.



sure that external financial reporting is prepared in accordance with legislation, applicable accounting standards and other requirements on listed companies.

Control environment. The Board of Directors bears overall responsibility for internal control over financial reporting. The Board has established a written work plan for the Board of Trelleborg that defines the Board's responsibilities and regulates the internal distribution of work between itself and its committees. The Board has established an Audit Committee from within its ranks to represent the Board in matters concerning the monitoring of Trelleborg's financial reporting and, in relation to financial

reporting, to monitor the efficiency of Trelleborg's internal control, internal audit and risk management activities. The Audit Committee is to also represent the Board by keeping itself informed in matters relating to the audit of the annual report and the consolidated financial statements, reviewing and monitoring the auditor's impartiality and independence and providing assistance when preparing proposals regarding the appointment of auditor for approval by the Annual General Meeting. The Audit Committee is also to represent the Board by monitoring the Group's work in relation to CR and ERM issues and day-to-day financing operations and annually reviews and makes proposals for changes to the

Treasury Policy. The Board has also established instructions for the President of Trelleborg and instructions for financial reporting to the Board of Trelleborg. The responsibility for maintaining an effective control environment and the day-to-day work involving internal control is delegated to the President.

The Group's Internal Control staff function serves as the Group's internal audit function and reports to the Audit Committee and the Group's CFO. The function focuses on developing, enhancing and securing internal control over the Group's financial reporting by proactively concentrating on the internal control environment and by examining the effectiveness of internal control.

Internal control structure of the Trelleborg Group

	Company 1	Company 2	Business area 1	Business area 2	Purchasing	Treasury	Etc.
	Self-assessment		Internal audits		Training/Tools		
Financial reports and reporting processes	<ul style="list-style-type: none"> Group-wide reporting system with quarterly feedback from subsidiaries Companies respond to how they comply with the Group's minimum requirements for good internal control in selected processes 		<ul style="list-style-type: none"> Internal audits are conducted by the Internal Control staff function in cooperation with internal resources from other staff functions and external consultants 		<ul style="list-style-type: none"> Training programs in defined processes relating to minimum requirements for good internal control are carried out when necessary 		
Purchasing process	<ul style="list-style-type: none"> Deficiencies are identified, measures are planned and implemented by the companies 		<ul style="list-style-type: none"> Internal audits of IT security are carried out by the head of Group IT together with external consultants 		<ul style="list-style-type: none"> The purpose of the training programs is to raise awareness and understanding of efficient processes and good internal control 		
Inventory process	<ul style="list-style-type: none"> Encompasses approximately 110 subsidiaries, of which the largest approximately 45 companies must apply both A and B levels in terms of minimum levels for good internal control and the approximately 65 smaller companies will only apply the A level 		<ul style="list-style-type: none"> Comprises seven selected processes and about 280 minimum requirements for good internal control 		<ul style="list-style-type: none"> Training programs are a forum for the exchange of experience and sharing best practice 		
Sales process			<ul style="list-style-type: none"> Internal audits result in observations, recommendations and proposals for decisions and measures 		<ul style="list-style-type: none"> Training programs in defined processes related to minimum requirements for good internal control are also held as an integrated part of the internal audits 		
Process for property, plant and equipment	<ul style="list-style-type: none"> Covers seven selected processes and about 280 minimum requirements for good internal control 		<ul style="list-style-type: none"> Identified deficiencies are followed up on a quarterly basis by business area controllers and the Internal Control staff function 		<ul style="list-style-type: none"> A section on the intranet section is available to provide employees access to standardized tools and documents, as well as examples of business solutions 		
IT security process	<ul style="list-style-type: none"> All relevant employees annually confirm in writing their knowledge of, and compliance with, the Group's internal policy instruments 						
Salary management process, incl. pensions and other compensation							



Internal policy instruments for financial reporting primarily comprise the Treasury Policy, Communication Policy, Finance Manual (defining the accounting and reporting rules), and the Group's definition of processes and minimum requirements for good internal control over financial reporting.

Risk assessment. Trelleborg's risk assessment of financial reporting aims to identify and evaluate the most significant risks that affect internal control over financial reporting in the Group's companies, business areas and processes. The risk assessment results in control targets that ensure that the fundamental demands placed on external financial reporting are fulfilled and comprise the basis for how risks are to be managed through various control structures. The risk assessment is updated on an annual basis under the direction of the Internal Control staff function and the results are reported to the Audit Committee.

Risk assessment in relation to other areas is carried out within the framework of the Enterprise Risk Management process, which is described on pages 44-45.

Control structures. The most significant risks identified in terms of financial reporting are managed through control structures in companies, business areas and processes. Management may entail that these risks are accepted, reduced or eliminated. The control structures aim to ensure efficiency in the Group's processes and good internal control and are based on the Group's approximately 280 minimum requirements for good internal control in the seven defined, significant processes that are shown in the diagram on page 55. The minimum requirements encompass about 110 subsidiaries of which the largest approximately 45 companies must apply both A and B levels in respect of minimum requirements for good internal

control and the approximately 65 smaller companies only the A level. The control structures in the accounting and reporting process, which are significant for ensuring the reliability of financial reporting, contain 50 of the approximately 280 minimum requirements for good internal control.

Information and Communication. Information and communication regarding internal policy instruments for financial reporting are available to all relevant employees on Trelleborg's intranet. Information and communication relating to financial reporting is also provided through training. The Group has a process in which all relevant employees confirm awareness of and compliance with the Group's internal policy instruments. The Group's CFO and the Head of the Internal Control staff function report the results of their work on internal control as a standing item on the agenda of the Audit Committee's meetings. The results of the Audit Committee's work in the form of observations, recommendations and proposed decisions and measures are continuously reported to the Board. External financial reporting is performed in accordance with relevant external and internal policy instruments. The process for the Group's whistleblower policy has been gradually improved.

Monitoring. Monitoring to ensure the effectiveness of internal control over financial reporting is conducted by the Board, the Audit Committee, the President, Group Management, the Internal Control staff function, Group Treasury and the Group's companies and business areas. Monitoring includes the follow-up of monthly financial reports in relation to budget and targets, quarterly reports with results from self-assessments in the Group's companies and business areas, and results from internal audits. Monitoring also encompasses

following up observations reported by the company's auditor. The Internal Control staff function works in accordance with an annual plan that is approved by the Audit Committee. The plan is based on the risk analysis and encompasses prioritized companies, business areas and processes, as well as work programs and budgets.

Activities in 2013. In 2013, the Internal Control staff function conducted 37 internal audits (26) in 16 countries (12), of which 13 were IT security audits (12). Emphasis was on Europe, China and the U.S. Most of the internal audits were conducted by the Internal Control staff function in cooperation with internal resources from other staff functions with specialist competence in such areas as purchasing and finance, or jointly with controllers from various business areas. Internal audits of IT security were carried out by the head of the IT Group staff function together with external consultants. In 2013, the Internal Control staff function worked on a broad front with reviews of all processes. A particular focus area for 2013 was the management of project accounting.

Focus in 2014. In 2014, the Internal Control staff function will continue to work broadly with the review of all processes and follow up of implementation of new ERP systems. Geographically, the Internal Control staff function will place greater emphasis on growth markets, although about half of the internal audits will take place in Europe.

CR organization and reporting. The annual CR reporting complies with the Global Reporting Initiative (GRI) guidelines.

Trelleborg's CR organisation and reporting. Principles for the company's CR reporting are described in detail at www.trelleborg.com/cr. Both there, and in

Code of Conduct the basis for CR

Trelleborg's Code of Conduct in the areas of the environment, health and safety and ethics applies to all employees, without exception. The Code of Conduct is based on internationally recognized conventions and guidelines, such as UN Human Rights conventions, ILO conventions, OECD guidelines and the UN Global Compact. Trelleborg's whistleblower policy implies that each employee is entitled, without repercussions, to report suspicions of legal or regulatory violations. The process for

submitting whistleblower messages has gradually been improved to strengthen employees' integrity and safety, and enable use of their own languages, by telephone or online. The Code of Conduct provides a basis for the internal CR process, and training in the Code of Conduct is mandatory for all employees. The CR process is largely based on self-assessment and internal audits, such as *Safety@Work*, strengthened by external audits in selected areas, such as ISO 14001 audits in the environ-

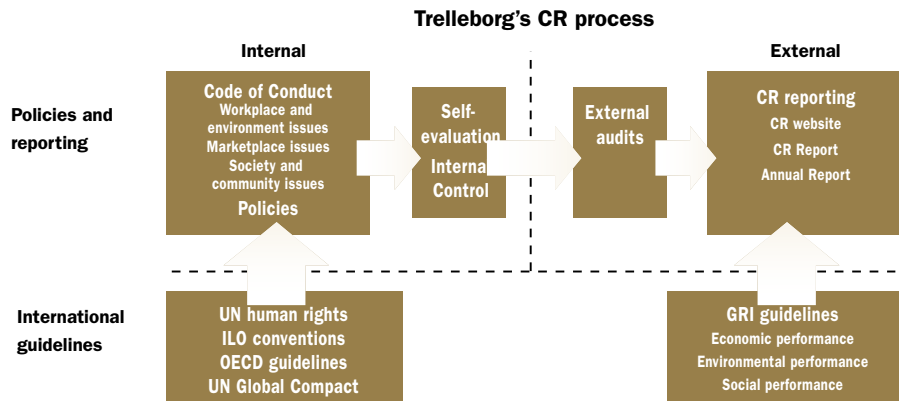
tal sphere. In 2013, one audit of compliance with the Code of Conduct was carried out at two units in Brazil.



the annual report to the UN Global Compact, there is a complete index showing exactly how CR reporting complies with GRI guidelines. At Board level, the Audit Committee has been assigned to monitor the Group's work with CR issues.

CR reporting is managed by a group comprising representatives from the Group Corporate Communications, Legal Department, Environment, HR and Purchasing staff functions, and from the *Manufacturing Excellence Program*, with the Corporate Communications staff function acting as the coordinator. Direct responsibility for issues relating to the environment, and health and safety rests locally with each business unit. Each production plant has an environmental coordinator and a health and safety officer. The central Group function, Environment, a part of the Group Legal Department, is responsible for governance and coordination in environmental issues.

Trelleborg, February 13, 2014
 The Board of Directors of Trelleborg



Further information on corporate governance

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

- Corporate Governance Reports from 2004 and onward.
- Information regarding Trelleborg's Annual General Meetings from 2004 and onward:
 - Notifications
 - Minutes
 - President's speeches
 - Press releases



The Board of Directors



Name	Sören Mellstig	Hans Biörck	Jan Carlson	Claes Lindqvist	Peter Nilsson	Bo Risberg
Position		Advisor to Skanska AB	President of Autoliv Inc.	President of Henry Dunkers Förvaltnings AB	President and CEO	President and CEO of Hilti Corporation, Liechtenstein
Qualifications	Graduate in business administration	Graduate in business administration	M.Sc. Eng.	Graduate in business administration and M.Sc. Eng.	M.Sc. Eng.	MBA and B.Sc. Eng.
Year elected	2008	2009	2013	2004	2006	2010
Born	1951	1951	1960	1950	1966	1956
Nationality	Swedish	Swedish	Swedish	Swedish	Swedish	Swedish
Other assignments	Chairman of Apotek Hjärtat, Textilia and Ferrosan MD A/S. Board member of Merivaara Oy	Chairman of Crescit Asset Management AB, Board member of the Dunker Funds and Foundations, LKAB and Bure Equity AB	Board member of BorgWarner Inc. and The Association of Swedish Engineering Industries	Executive Director of Henry and Gerda Dunkers' Foundation and Foundation No. 2. Board member of Dunker Foundations, Svenska Handelsbanken South Region, Novotek AB (publ), among others	Board member of Beijer Alma AB (publ), Trioplast Industrier AB, The Chamber of Commerce and Industry of Southern Sweden and The Association of Swedish Engineering Industries	Deputy Chairman of Grundfors Holding A/S. Board member of Poul due Jensen Foundation and member of the IMD Supervisory Board
Dependence	No	Yes. Dependent in relation to the company's major shareholders through his assignment on behalf of Trelleborg's main owner, the Dunker Interests	No	Yes. Dependent in relation to the company's major shareholders through his assignment on behalf of Trelleborg's main owner, the Dunker Interests	Yes. Dependent in relation to the company as a result of his position as Trelleborg's President	No
Previous experience	President and CEO of Gambro and CFO and Vice President of Incentive	CFO of Skanska AB, Autoliv Inc. and Esselte AB	President of Saab Combitech	A variety of senior positions at ASEA and Åkerlund & Rausing as well as President and CEO of Högånäs AB and Öresundskraft AB	Business Area President at Trelleborg and posts within the Trelleborg Group, as well as management consultant at BSI	Various management positions at AT Kearney and with ABB in Sweden and Canada
Own and related-party holdings 2013	115,809 shares	5,000 shares	–	30,404 shares	90,572 shares	9,011 shares
Own and related-party holdings 2012	115,809 shares	5,000 shares	–	30,404 shares	90,572 shares	9,011 shares
Shares in related companies	–	–	–	–	–	–
Audit Committee attendance	Member 2 of 5 ²⁾	Member 3 of 5 ²⁾	–	Member 5 of 5	–	Member 5 of 5
Finance Committee attendance	Member/Chairman ³⁾ 4 of 4	Member 2 of 4 ⁴⁾	–	Member 2 of 4 ⁴⁾	–	Member 4 of 4
Remuneration Committee attendance	Chairman 2 of 5 ⁵⁾	Member 5 of 5	Member 2 of 5 ⁵⁾	Member 3 of 5 ⁵⁾	–	–
Board meeting attendance	Member/Chairman ⁶⁾ 9 of 9	Member 9 of 9	Member 6 of 9 ⁷⁾	Member 9 of 9	Member 9 of 9	Member 8 of 9 ⁸⁾
Remuneration 2013 ¹⁾						
Board, SEK 000s	1,100	420	420	420	–	420
Committee, SEK 000s	150	150	–	150	–	100
Total 2013, SEK 000s	1,250	570	420	570	–	520
Remuneration 2012 ¹⁾						
Board, SEK 000s	400	400	–	400	–	400
Committee, SEK 000s	100	50	–	150	–	100
Total 2012, SEK 000s	500	450	–	550	–	500

1) Remuneration paid to the Board of Directors for the period May 2013 – April 2014. The fees paid to the members of the Board of Directors elected by the Annual General Meeting are approved by the Annual General Meeting based on the proposals of the Nomination Committee. For the 2013 calendar year, remuneration was paid as per Note 3. Remuneration is not paid to members of the Finance Committee. No consulting fees were paid to Board members. Remuneration is not paid to executive Board members. Remuneration excludes travel allowances.

2) Hans Biörck succeeded Sören Mellstig as a member of the Audit Committee as of meeting number three.

3) Sören Mellstig succeeded Heléne Vibbles, who stepped down as Chairman of the Finance Committee as of meeting number three.

4) Hans Biörck succeeded Claes Lindqvist in the Finance Committee as of meeting number three.

5) Sören Mellstig succeeded Anders Narvinger and Jan Carlson succeeded Claes Lindqvist in the Remuneration Committee as of meeting number four.

6) Sören Mellstig succeeded Anders Narvinger as Chairman of the Board as of meeting number three.

7) Jan Carlson was elected to the Board as of meeting number three. Not present at meeting number three.

8) Not present at meeting number four.



Name	Nina Udnes Tronstad	Heléne Vibbleus	Peter Larsson	Karin Linsjö ¹⁰⁾	Mikael Nilsson	Birgitta Håkansson
Position	Senior Vice President Procurement Kvæner ASA	Management Consultant	Appointed by the Unions of the Trelleborg Group (PTK)	Appointed by the Unions of the Trelleborg Group (LO)	Industrial worker, appointed by the Unions of the Trelleborg Group (LO)	Salaried employee, appointed by the Unions of the Trelleborg Group (PTK)
Qualifications	M.Sc. Eng.	Graduate in business administration	Engineer	Elementary school and plant training	Training in labor law, economics and personnel policy	Secretarial studies, training in IT and accounting
Year elected	2010	2004	2011	2000	2009	2008
Born	1959	1958	1965	1954	1967	1950
Nationality	Norwegian	Swedish	Swedish	Swedish	Swedish	Swedish
Other assignments	Board member of Norwegian University of Science and Technology (NTNU)	Board member of Nordic Growth Market NGM AB, Orio AB and Tyréns AB. Board member and Deputy Chairman of Sida	Chairman of Unionen Trelleborg AB		Chairman of Trelleborg Swedish Works Council (LO) and Chairman of Trelleborg European Works Council. Board member of Avdelning 52 Hus AB	Vice Chairman of Unionen Trelleborg AB
Dependence	No	No	-	-	-	-
Previous experience	Group Executive of Kvæner ASA, President of Kvæner Verdal AS, Group Executive of Statoil ASA and various management positions at Statoil in Norway, Sweden and Denmark	Senior Vice President, Group Controller, AB Electrolux, Authorized Public Accountant, partner and member of the Board of PricewaterhouseCoopers in Sweden				
Own and related-party holdings 2013	-	4,550 shares	2,300 shares	501 shares	-	6,102 shares
Own and related-party holdings 2012	-	4,550 shares	2,300 shares	501 shares	-	6,102 shares
Shares in related companies	-	-	-	-	-	-
Audit Committee attendance	-	Chairman 5 of 5	-	-	-	-
Finance Committee attendance	-	Chairman 2 of 4 ³⁾	-	-	-	-
Remuneration Committee attendance	-	-	-	-	-	-
Board meeting attendance	Member 9 of 9	Member 9 of 9	Employee representative (PTK). 8 of 9 ⁹⁾	Employee representative (LO). 8 of 9 ¹⁰⁾	Employee representative (LO). 9 of 9	Deputy employee representative (PTK). 9 of 9
Remuneration 2013 ¹⁾						
Board, SEK 000s	420	420	-	-	-	-
Committee, SEK 000s	-	150	-	-	-	-
Total 2013, SEK 000s	420	570	-	-	-	-
Remuneration 2012 ¹⁾						
Board, SEK 000s	400	400	-	-	-	-
Committee, SEK 000s	-	150	-	-	-	-
Total 2012, SEK 000s	400	550	-	-	-	-

1) Remuneration paid to the Board of Directors for the period May 2013 - April 2014. The fees paid to the members of the Board of Directors elected by the Annual General Meeting are approved by the Annual General Meeting based on the proposals of the Nomination Committee. For 2013 calendar year, remuneration was paid as per Note 3. Remuneration is not paid to members of the Finance Committee. No consulting fees were paid to Board members. Remuneration is not paid to executive Board members. Remuneration excludes travel allowances.

3) Sören Mellstig succeeded Heléne Vibbleus, who stepped down as Chairman of the Finance Committee as of meeting number three.

9) Not present at meeting number eight.

10) Karin Linsjö stepped down from her position on the Board in December and did not attend meeting number nine. She was replaced in February 2014 by Göran Andersson, refer to www.trelleborg.com/The-Group/Corporate-Governance/Board-of-Directors-and-Auditors/ for more information.

Group Management



Name	Peter Nilsson	Ulf Berghult	Dario Porta	Mikael Fryklund	Fredrik Meuller	Claus Barsøe
Position	President and CEO Other assignments: Board member of Trelleborg AB (publ), Beijer Alma AB (publ), Trioplast Industrier AB, The Chamber of Commerce and Industry of Southern Sweden and The Association of Swedish Engineering Industries	Chief Financial Officer (CFO)	Business Area President, Trelleborg Coated Systems	Business Area President, Trelleborg Industrial Solutions	Business Area President, Trelleborg Offshore & Construction	Business Area President, Trelleborg Sealing Solutions
Qualifications	M.Sc. Eng.	Graduate in business administration	M.Sc. Eng.	M.Sc. Eng., B.Sc.	M.Sc. in Finance	Graduate in business administration
Born	1966	1962	1959	1963	1970	1949
Nationality	Swedish	Swedish	Italian	Swedish	Swedish	Danish
Previous experience includes	Business Area President at Trelleborg and positions within the Trelleborg Group, as well as management consultant at BSI	CFO of Dometic Group, Thule Group, Rolls Royce Marine Systems and controller at Trelleborg	Business Unit President at the Trelleborg Group and President of Reeves	Business Unit President at Trelleborg and other management positions at the Trelleborg Group and Bosch	VP Strategic Development & Group Projects Trelleborg and Business Unit President at the Trelleborg Group. Various positions at McKinsey & Co. and JP Morgan	Market Director of Alfa Laval, various positions at Busak+Shamban and Polymer Sealing Solutions
Own and related-party holdings 2013	90,572 shares	15,000 shares	-	7,000 shares	-	-
Own and related-party holdings 2012	90,572 shares	15,000 shares	-	7,000 shares	-	-
Shares in related companies	-	-	-	-	-	-
Employed	1995	2012	2006	2002	2002	2003
In current position since	2005	2012	2012	2012	2012	2003

Remuneration of Group Management

SEK 000s		① Annual variable salary	② Long-term program ¹⁾	③ Other benefits	Total	④ Pension	Total including pension	
President	2013	9,177 ²⁾	5,655	4,390	158	19,380	3,538	22,918
	2012	8,713	5,408	3,907	170	18,198	3,384	21,582
Group Management, others (10 persons) ³⁾	2013	30,172	13,301	11,040	1,310	55,823	13,070	68,893
	2012	31,863	12,923	9,362	974	55,122	10,681	65,803
Total	2013	39,349	18,956	15,430	1,468	75,203	16,608	91,811
Total	2012	40,576	18,331	13,269	1,114	73,320	14,065	87,385

¹⁾ Expensed 2013. ²⁾ Of this amount, fixed salary represented SEK 8,700,000 with the remainder mainly consisting of a change in vacation pay liability.

Principles for remuneration

The following are the principles for remuneration of senior executives adopted by the Annual General Meeting:

- Trelleborg will offer market-based terms of employment that enable the company to recruit, develop and retain senior executives.
- The remuneration structure will comprise fixed and variable salary, pension and other remuneration, which together form the individual's total remuneration package.
- Trelleborg continuously gathers and evaluates information on market-based remuneration levels for relevant industries and markets.
- Principles for remuneration may vary depending on local conditions.
- The remuneration structure will be based on such factors as position, expertise, experience and performance.

Senior executives comprise the President and other members of Group Management. The principles are supplemented by a policy for benefits for senior executives as well as a global Remuneration Policy covering all managers and senior salaried employees. In 2013, total remuneration of Group Management amounted to SEK 75,203,000 (73,320,000), excluding pension premiums, and SEK 91,811,000 (87,385,000), including pension premiums.

① Annual variable salary

The annual variable salary is based on the achievement of predefined targets for a number of performance indicators. The 2013 targets pertained to the Group's profit before tax and the Group's operating cash flow, both excluding the effect of structural changes, as approved by the Board of Directors, and excluding the profit effect from TrelleborgVibracoustic. In addition, a minor portion of the annual variable salary of the President and a few senior executives was based on the operating profit in TrelleborgVibracoustic. For the business areas, other operating key figures also served as targets for annual variable salary. Annual variable salary does not constitute pensionable income and does not form the basis of vacation pay. In 2013, the President's variable salary was a maximum of 65 percent of fixed salary. For



Name	Maurizio Vischi	Sören Andersson	Claes Jörwall	Ulf Gradén	Patrik Romberg
Position	Business Area President, Trelleborg Wheel Systems	Senior Vice President, Human Resources	Senior Vice President, Mergers & Acquisitions	Senior Vice President, General Counsel and Secretary	Senior Vice President, Corporate Communications
Qualifications	MBA	University studies in economics, sociology and education	Graduate in business administration	Master of Law. Reporting Clerk, Court of Appeal	MBA and university studies in behavioral science and education
Born	1955	1956	1953	1954	1966
Nationality	Italian	Swedish	Swedish	Swedish	Swedish
Previous experience includes	Various management positions at Pirelli	Various HR posts at SCA	Senior Vice President, Taxes and Group Structures at Trelleborg, department manager at the Swedish National Tax Board	Corporate Legal Counsel at Mölnlycke and General Counsel at PLM/Rexam	Various positions at the Trelleborg Group and Unilever
Own and related-party holdings 2013	–	6,080 shares	10,231 shares	–	901 shares
Own and related-party holdings 2012	–	6,080 shares	16,031 shares	–	901 shares
Shares in related companies	–	–	–	–	–
Employed	1999	1998	1988	2001	2006
In current position since	2001	1998	1988	2001	2011

other senior executives, variable salary was a maximum of 30-60 percent of fixed salary in 2013.

2 Long-term incentive program

Since 2005, the Board of Directors has annually resolved to introduce a long-term incentive program for the President and for certain senior executives considered to exercise a significant influence on the Trelleborg Group's earnings per share. These programs are ongoing, three-year programs. The Board determines annually whether to instigate new programs and, if so, the scope, objective and participants of such new programs. The incentive programs are cash-based and constitute a supplement to the annual variable salaries, provided that the executive has not terminated his employment at the Trelleborg Group as per December 31 in the year in which the program ends.

Purpose

The incentive programs are directional and have long-term content. The aim is to continue to promote and retain the commitment of senior executives to the Group's development, thereby increasing value for the Group's shareholders.

Target figures

The target value for the incentive programs is the Trelleborg Group's earnings per share, with an annual improvement of 10 percent. The target figure for the Trelleborg Group's earnings per share excludes items affecting comparability attributable to the Trelleborg Group and TrelleborgVibracoustic and the impact of any share buyback programs. According to the above definition, the earnings per share in 2013 totaled SEK 7.56. For the current programs, the

Board has established a target of SEK 5.20 in earnings per share for 2011, a target of SEK 6.02 for 2012 and a target of SEK 6.08 for 2013, with the upper cap for payments for all programs set at 25 percent of the maximum annual salary per program per year. In 2014, the target figure will use the total for 2013 as a base, that is, SEK 7.56 in earnings per share.

Outcome and payment

The result is calculated annually and accumulated over the three-year period and potential payments are made in the first quarter of the year after the program expires. For the program approved for 2010, payment was made in the first quarter of 2013, for the program approved for 2011, payment will be made in the first quarter of 2014, for the program approved for 2012, payment will be made in the first quarter of 2015 and for the program approved for 2013, payment will be made in the first quarter of 2016. The payments do not constitute pensionable income and do not form the basis of calculation of vacation pay. In 2013, earnings were charged with SEK 27,012,000 (24,022,000) and additional payroll expenses of SEK 6,370,000 (5,823,000).

Other incentive programs

The Group has no ongoing convertible debenture or warrant programs at the present time.

3 Other benefits

The President and other senior executives have the possibility of having, primarily, a company car and medical expenses insurance.

4 Pension

The pension agreement is a defined-contribution scheme. For the President and other senior executives, the premium can vary between 20 and 45 percent of the fixed salary, where this is legally possible. For the President, the premium is computed as 40 percent of the fixed salary. Pensionable age for the President is 65; however, both the company and the President have the right, without special motivation, to request early retirement from the age of 60, with a mutual six-month notice of termination. If the President enters early retirement, the employment agreement and pension agreement are rendered invalid as of that time. Some of the senior executives have agreements specifying mutual rights to request early retirement from the age of 60. In this case, compensation amounting to 60 percent of fixed annual salary is paid until the age of 65, after which the regular retirement pension payments become effective.

Severance pay

For the President, termination of employment by the company shall be subject to a period of notice of 24 months. The period of notice from the President is six months. During the period of notice, fixed salary is payable. Certain senior executives have extended notice of termination periods when initiated by the company, normally 12, 18 or 24 months, whereas the notice period is six months when initiated by the senior executive.

For additional information concerning remuneration, see Note 3, pages 83-84.