



Press release

Trelleborg, March 19, 2025 10:00:00

Notification of the Annual General Meeting of Trelleborg AB (publ)

The shareholders of Trelleborg AB (publ), Corporate Registration Number 556006-3421, are hereby invited to attend the Annual General Meeting on Thursday, April 24, 2025 at 5:00 p.m. CEST in Parken kultur- och konferenscenter, Norregatan 46-48, 231 63 Trelleborg, Sweden. The venue will open and registration will commence from 4:15 p.m. Coffee and cake will be served in conjunction with the Annual General Meeting.

The Board of Directors has decided that it will also be possible for shareholders to exercise their voting rights at the Meeting in the form of postal voting in accordance with the provisions in the company's Articles of Association.

NOTIFICATION AND REGISTRATION

Shareholders wishing to attend the Meeting venue must:

- be registered as a shareholder in the shareholders' register maintained by Euroclear Sweden AB as of Monday, April 14, 2025, *and*
- inform the company of their intention to participate and of any advisors (maximum two) that the shareholder intends to be accompanied by at the Meeting, not later than Wednesday, April 16, 2025.

Notification of attendance can be given on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>, by post to Trelleborg AB "Årsstämma 2025" c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by telephone to +46 (0)410-670 04 (weekdays 9:00 a.m.–4:00 p.m. CEST), or by e-mail to generalmeetingservice@euroclear.com.

In their notification, shareholders are to state their name, personal identity number, telephone number and the name of any advisors. If participation is supported by power of attorney, this must be sent to the company prior to the Annual General Meeting. If the shareholder is a legal entity, a registration certification or an equivalent authorization document must be enclosed along with the power of attorney. The Company provides power of attorney forms at www.trelleborg.com and by post to shareholders who contact the company and provide an address.

Shareholders wishing to participate via postal voting must:

- be registered as a shareholder in the shareholders' register maintained by Euroclear Sweden AB as of Monday, April 14, 2025, *and*
- notify the company of their intention to participate in the Meeting by submitting a postal vote in accordance with the instructions below in such a manner that Euroclear Sweden AB has received the postal vote by Wednesday, April 16, 2025 at the latest.

A special form is to be used for postal voting. The postal voting form is valid as notification of participation in the Annual General Meeting. The postal voting form is available on the Group's website www.trelleborg.com.

The completed and signed postal voting form is to be sent by mail to Trelleborg AB (publ), "Årsstämma 2025", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to generalmeetingservice@euroclear.com. The completed form must be in the possession of Euroclear

Sweden AB by Wednesday, April 16, 2025 at the latest. Shareholders may also submit postal votes electronically through verification using the BankID app via Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy>. Such electronic votes must be submitted by Wednesday, April 16, 2025 at the latest.

If the shareholder wishes to cast their postal vote through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the postal voting form. The power of attorney form is available on the company's website www.trelleborg.com. If the shareholder is a legal entity, a certificate of registration or an equivalent authorization document must be enclosed along with the form.

The shareholder is not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such a postal vote is rendered invalid. Further information and conditions can be found on the postal voting form and on <https://anmalan.vpc.se/euroclearproxy>.

Note that shareholders who wish to attend the Annual General Meeting in person or via a proxy must provide notification of this according to the instructions under the heading "Shareholders wishing to attend the Meeting venue" above. This means that notification of participation exclusively by postal voting is not sufficient for shareholders who wish to attend the Annual General Meeting in person or via proxy.

Holdings registered in the name of a nominee

To be entitled to participate in the Annual General Meeting, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the Annual General Meeting, re-register the shares in their own name so that the shareholders are registered in the share register as of Monday, April 14, 2025. 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 registration completed by the nominee not later than Wednesday, April 16, 2025, will be taken into account in the preparation of the share register. The nominee should therefore be notified well in advance of the date referred to above.

PROPOSED AGENDA

1. Opening of the meeting and election of Chairman of the Meeting
2. Preparation and approval of voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination of whether the Meeting has been duly convened
6. President's presentation of operations
7. Consideration of the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Consolidated Auditor's Report.
8. Presentation of the work of the Board of Directors and work of the Remuneration, Audit and Finance Committees.
9. Resolutions concerning:
 - a) adoption of the Income Statement and the Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet
 - b) the disposition of the company's profit in accordance with the adopted Balance Sheet
 - c) discharge of the members of the Board and the President from personal liability
10. Presentation of the work of the Nomination Committee
11. Determination of the number of members of the Board of Directors
12. Determination of fees for members of the Board of Directors and the auditor
13. Election of the Board of Directors and the Chairman of the Board
The Nomination Committee's proposal:
 - a) Johan Malmquist (re-election)
 - b) Gunilla Fransson (re-election)
 - c) Monica Gimre (re-election)
 - d) Peter Nilsson (re-election)
 - e) Anne Mette Olesen (re-election)
 - f) Jan Ståhlberg (re-election)
 - g) Henrik Lange (re-election)
 - h) Johan Malmquist, as Chairman of the Board (re-election)
14. Election of auditor
15. Resolution on approval of the Board of Directors' remuneration report
16. Resolution on the Board of Directors' proposal for principles of remuneration for senior executives
17. Resolution on the Board of Directors' proposal for the Performance Share Plan (PSP 2025/2027)
18. Resolution on authorization for the Board of Directors to resolve on repurchase of own shares

19. Resolutions on (A) reduction of the share capital by means of cancellation of repurchased shares and (B) increase of the share capital through a bonus issue without issue of new shares
20. Closure of Meeting

PROPOSALS FOR DECISION

1 – ELECTION OF CHAIRMAN OF THE MEETING

The Nomination Committee proposes that Johan Malmquist be elected as Chairman of the Annual General Meeting.

2 – 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, the shareholders who have provided notification and are present in the Meeting venue, and received postal votes.

9 (b) – RESOLUTIONS CONCERNING THE DISPOSITION OF THE COMPANY'S PROFIT IN ACCORDANCE WITH THE ADOPTED BALANCE SHEET

The Board of Directors proposes a cash dividend to shareholders of SEK 7.50 per share. Monday, April 28, 2025 is proposed as the date of record. If the Meeting approves the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Friday, May 2, 2025. However, the record date and the payment date may be postponed due to the technical process required to implement payment.

11 - DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Committee proposes that the Board of Directors shall comprise seven (7) members elected by the Meeting, with no deputies.

12 – CONFIRMATION OF FEES FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITOR

The Nomination Committee proposes that the Annual General Meeting resolve that the fees paid to the members of the Board of Directors shall be SEK 6,175,000 (2024: 5,775,000), with SEK 2,300,000 (2024: 2,150,000) to be paid to the Chairman and SEK 775,000 (2024: 725,000) each to be paid to those Board members appointed by the Meeting who are not employed within the Trelleborg Group.

The Nomination Committee proposes that fees payable to members of the Audit Committee shall be SEK 350,000 (2024: 305,000) for the Chairman and SEK 210,000 (2024: 180,000) to other members who are not employed within the Trelleborg Group.

The Nomination Committee proposes that fees payable to members of the Remuneration Committee shall be SEK 175,000 (2024: 175,000) for the Chairman and SEK 110,000 (2024: 100,000) to other members who are not employed within the Trelleborg Group.

The Nomination Committee proposes that fees payable to those assigned to the Finance Committee shall be SEK 110,000 (2024: 100,000) each for the Chairman and to other members who are not employed within the Trelleborg Group.

The Nomination Committee proposes that the auditor's fees be paid on a current account basis.

13 – ELECTION OF THE BOARD OF DIRECTORS AND THE CHAIRMAN OF THE BOARD

The Nomination Committee proposes, for the period until the next Annual General Meeting, the re-election of Johan Malmquist, Gunilla Fransson, Monica Gimre, Peter Nilsson, Anne Mette Olesen, Jan Ståhlberg and Henrik Lange. It is proposed that Johan Malmquist be re-elected as Chairman of the Board.

Further information on the proposed Board members is available at www.trelleborg.com.

14 – ELECTION OF AUDITOR

The Nomination Committee proposes, on the recommendation of the company's Audit Committee, the election of Ernst & Young AB as the company's new auditor for the period until the next Annual General Meeting. Ernst & Young AB has informed the company that Fredrik Norrman will be auditor in charge in the event that Ernst & Young AB is elected.

15 – RESOLUTION ON APPROVAL OF THE BOARD OF DIRECTORS' REMUNERATION REPORT

The Board proposes that the Annual General Meeting resolves to approve the Board of Directors' remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

16 – RESOLUTION ON THE BOARD OF DIRECTORS' PROPOSAL FOR PRINCIPLES OF REMUNERATION FOR SENIOR EXECUTIVES

Description of proposal for significant changes compared to previous principles of remuneration for senior executives

With the purpose to align the interests of executive directors with those of the shareholders the following section is proposed to be included in the principles in the section "*Types of remuneration*":

To align the interests of executive directors with those of the shareholders a member of Group Management is expected to invest in Trelleborg shares, until a share capital amount corresponding to one annual fixed gross salary is reached. The member is also expected to retain this level of share capital until the Employee is no longer a member of Group Management.

The Board of Directors of Trelleborg AB (publ) proposes that the Annual General Meeting to be held on April 24, 2025, resolves on the following principles for remuneration of senior executives in Trelleborg.

Principles for remuneration of senior executives

These principles apply to the Group Management, including President and CEO. The principles are forward-looking, i.e. they are applicable to remuneration and amendments to remuneration agreed, after they were adopted by the 2025 Annual General Meeting. These principles do not apply to any remuneration decided on or approved by the Annual General Meeting.

Trelleborg protects the essential in society – people, the environment, infrastructure, and industrial equipment. Trelleborg's strategy of building and maintaining leading positions in selected segments is supported by four strategic cornerstones: Geographic balance, Portfolio optimization, Structural improvements, and Excellence. These ensure that the Group maintain focus and conduct activities in line with the strategy.

A prerequisite for the successful implementation of the strategy is that Trelleborg is able to recruit, develop and retain qualified senior executives. To this end the Group offers market aligned remuneration, and these principles enable to offer senior executive's competitive total remuneration. The aim of all variable remuneration covered by these principles is to promote Trelleborg's business strategy and long-term interests, including its sustainability profile.

Types of remuneration

Remuneration for all roles within the organisation is continuously benchmarked against those for comparable roles in similar organisations and in the employee's local market. A position grading system ("IPE") is used to determine the weight of the role within the context of Trelleborg. To secure a solid understanding of the market levels, market data from multiple sources are normally obtained and a peer group is established. When compensation is determined, criticality of the role and availability on the market are considered. The method aims to ensure that the compensation that Trelleborg provides, enables the Group to attract and retain the right competence at the right cost level. Remuneration may consist of fixed salary, variable remuneration, pension benefits and other benefits. Additionally, the Annual General Meeting can resolve on other remuneration, such as share-based or share-price-based remuneration.

The criteria for awarding variable remuneration is to be measured over one year (short-term incentive program) or several years (long-term incentive programs). Both the short-term and the long-term incentive program may amount to not more than 100 percent of the fixed salary during the measurement period.

Further variable remuneration may be awarded in extraordinary circumstances, provided that they are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining senior executives, or as remuneration for extra ordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed 100 percent of the fixed salary and may not be paid more than once each year per individual. Any resolution on such remuneration for the President and CEO shall be made by the Board based on a proposal from the Remuneration Committee. Any resolution on such remuneration for other senior executives shall be made by the Remuneration Committee based on a proposal from the President and CEO.

Variable remuneration will only qualify for pension benefits to the extent required by mandatory collective

agreement provisions or otherwise stated by local law.

For the President and CEO pension benefits, including health insurance, are to be defined contribution. The premiums for defined contribution pension are to amount to not more than 45 percent of the fixed salary. For other senior executives, pension benefits, including health insurance, are to be defined contribution unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions or otherwise stated by local law. The premiums for defined contribution pension are to amount to not more than 35 percent of the fixed salary.

Other benefits are for example, life insurance, medical insurance and company cars. Premiums and other costs relating to such benefits may amount to not more than 15 percent of the fixed salary.

For employment contracts governed by legislation outside of Sweden, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice.

To align the interests of executive directors with those of the shareholders, a member of Group Management is expected to invest in Trelleborg shares, until a share capital amount corresponding to one annual fixed gross salary is reached. The member is also expected to retain this level of share capital until the Employee is no longer a member of Group Management.

With the start in 2024 Trelleborg introduced a Performance Share Program for Group Management with the objective to incentivize our senior executives to hold Trelleborg shares up to a minimum level of one annual fixed gross salary. A criteria is that the participants makes a private investment in Trelleborg shares of 10 percent of his/her annual fixed gross salary. Such plans are excluded from these principles and must be resolved by the Annual General Meeting.

Criteria for awarding variable cash remuneration

The variable remuneration is to be linked to predetermined and measurable criteria of a financial or non-financial nature. They may also be individualized, quantitative or qualitative objectives. The criteria are to be designed so that they contribute to Trelleborg's business strategy and long-term interests, including its sustainability strategy by, for example, being clearly linked to the business results or promoting the senior executive's long-term development.

To which extent the criteria for awarding variable remuneration have been fulfilled is to be determined when the measurement period has ended. The Remuneration Committee is responsible for evaluating variable remuneration to the President and CEO, subsequently to be approved by the Board of Directors. For variable remuneration to other senior executives, the President and CEO is responsible for the evaluation, subsequently to be approved by the Remuneration Committee. For financial objectives, the evaluation is to be based on the Group's latest published financial information.

Right to withhold or reclaim remuneration

Terms and conditions for variable remuneration are to be designed so that the Board of Directors (i) has the right to limit or refrain from payment of variable remuneration if exceptional economic circumstances occur and if such a measure is considered reasonable, and (ii) has the right to withhold or reclaim variable remuneration paid to an executive based on results that afterwards were found to have been misstated because of wrongdoing or malpractice. The Board of Directors may, at its discretion, limit or refrain from payment of the individual variable salary if a senior executive, including the President and CEO, has breached or neglected Trelleborg's Code of Conduct or sustainability commitments.

Termination of employment

If employment of a senior executive is terminated by the company, the contractual notice period will not exceed 24 months. During the notice period all employment conditions will apply, unless otherwise expressly agreed upon. No additional severance payments will be made to the employee. When a senior executive terminates their employment, the contractual notice period will not exceed six months, and there is no right to any severance pay.

Salary and employment conditions for employees

In the preparation for these remuneration principles, current salary and employment conditions for employees of Trelleborg have been taken into account. Information on the employees' total income, the components of the remuneration, and its increase and growth rate over time, have been evaluated. Thereafter, the Remuneration Committee and the Board of Directors decide whether the principles and the limitations set out herein are reasonable.

Decision-making process to determine, review and implement the principles

The Board of Directors has established a Remuneration Committee. The Committee's tasks include preparing the Board of Directors' decision to propose remuneration principles for Group Management. The Board of Directors is to prepare a proposal for new principles at least every fourth year and submit such proposal to the Annual General Meeting. The principles shall apply until new principles are adopted by the Annual General Meeting. The Remuneration Committee prepares the proposal for new principles. The Remuneration Committee also monitors and evaluates the programs for variable remuneration for senior executives, the application of the principles for senior executive remuneration as well as the current remuneration structures and levels in Trelleborg. The members of the Remuneration Committee are independent from Trelleborg and its senior executives. The President and CEO including other members of senior executives do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by the same.

Derogation from the principles

The Board of Directors may temporarily resolve to derogate from the principles, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve Trelleborg's long-term interests, including its sustainability strategy, or to ensure Trelleborg's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolution in remuneration-related matters. This includes any resolution to derogate from the principles.

Shareholder's views

The Board of Directors has not received any views from the shareholders on the principles of remuneration for senior executives.

17 – RESOLUTION ON THE BOARD'S PROPOSAL FOR THE PERFORMANCE SHARE PLAN (PSP 2025/2027)

The Board of Directors proposes that the Annual General Meeting resolves to introduce a new share program for the President and Group Management at Trelleborg Group (PSP 2025/2027). PSP 2025/2027 is the second of several long-term incentive programs that the Company's Board intends to propose for resolution at upcoming annual general meetings. The main principles of PSP 2025/2027 are described below.

PSP 2025/2027 is proposed to apply to the President and Group Management at Trelleborg Group, a total of seven individuals. To take part in PSP 2025/2027, participants must invest in Series B shares in Trelleborg AB (publ) ("Trelleborg" or "the Company") ("Saving Shares") at market price. Following the publication of the Company's year-end report for the full-year 2027, the participant will be given an opportunity to receive, free of charge, up to three (3) Series B shares in the Company ("Performance Shares") for each Saving Share purchased within the framework of PSP 2025/2027 provided that performance conditions are met according to the following conditions.

It is the Board's ambition to present similar share program proposals to future annual general meetings. The Company's objective is that each participant will eventually own shares in the Company at a value equivalent to at least their fixed year's salary.

A. Main terms and conditions for PSP 2025/2027

Reasons for the proposal

The purpose of PSP 2025/2027 is to strengthen Trelleborg Group's ability to retain and recruit qualified senior executives, offer an internationally competitive remuneration and unite the interests of shareholders and affected executives by offering participants an opportunity to become significant shareholders in the Company. Through a share-based incentive program, employee remuneration is connected to the Company's future earnings and value growth and thereby creates a long-term incentive for participants in the program. Against this background, the Board is of the opinion that the introduction of PSP 2025/2027 can be expected to have a positive impact on the Group's long-term value growth and that PSP 2025/2027 therefore benefits shareholders and the Company.

Participants in PSP 2025/2027, Saving Shares and award of Performance Shares

PSP 2025/2027 is proposed to apply to the President and other members of Group Management, a total of seven individuals. To take part in PSP 2025/2027, participants must make a private investment in Saving Shares in the stock market and allocate these to PSP 2025/2027 during the period May 1 until December 31, 2025 (the "Investment Period"), with the exceptions described below. The value of a participant's Saving Shares is based on the market price of the Company's Series B shares and is to amount to a value equivalent to ten (10) percent of each participant's annual fixed salary on the date of the private investment.

If the participant holds insider information and is therefore prevented from acquiring Saving Shares during the Investment Period, the participant shall acquire Saving Shares as soon as possible, but not later than the next Annual General Meeting.

Performance conditions

The award of Performance Shares is dependent on the extent to which the performance conditions for PSP 2025/2027 were met. The performance condition relates to the development of Trelleborg's earnings per share compared with the Board's established level for target achievement during the measurement period January 1, 2025 to December 31, 2027, when the last fiscal year during the measurement period is compared with the fiscal year immediately preceding the measurement period, subject to any reduction in the number of shares in accordance with the conditions for PSP 2025/2027.

If the minimum level established by the Board in the interval during the measurement period is reached, one (1) Performance Share per Saving Share will be awarded during the first quarter of 2028. If the target level established by the Board in the interval during the measurement period is reached, two (2) Performance Shares per Saving Share will be awarded during the first quarter of 2028, and if the maximum level established by the Board in the interval during the measurement period is reached, three (3) Performance Shares per Saving Share will be awarded during the first quarter of 2028. If the minimum level established by the Board in the interval during the measurement period is not reached, the participant will not receive any Performance Shares.

The Board of Directors intends to present the achievement of the performance-based conditions in the Annual Report for the 2027 fiscal year.

Other terms and conditions

In addition to the above conditions, the following shall apply.

(i) The participant is entitled to receive, free of charge, up to three (3) Performance Shares per Saving Share following publication of Trelleborg's year-end report for the full-year 2027 ("Vesting Period"). Entitlement requires that the holder is still employed in the Trelleborg Group on the date of the allocation and has retained all Saving Shares within the framework of PSP 2025/2027. Derogation from the requirement of employment may be reported in individual cases, for example due to the death, disability or retirement of a participant.

(ii) The number of Performance Shares to which a participant is entitled may be subject to conversion due to certain events, such as a rights issue and extraordinary dividend.

(iii) The Company's objective is that each participant will eventually own shares in the Company at a value equivalent to at least their fixed year's salary. After the end of the vesting period, participants are therefore not expected to transfer Saving Shares or vested Performance Shares so a participant's total shareholding in the Company falls below a value equivalent to their fixed annual salary on the date of the transfer.

Design and management

The Board is responsible for the detailed design of the terms and conditions for PSP 2025/2027 within the framework of stated conditions and guidelines. As part of this responsibility, the Board has the right to make adjustments to fulfil special rules or market conditions abroad. The Board also has the right to make other adjustments if there are significant changes in the Trelleborg Group or the market that would entail that the resolved terms and conditions under PSP 2025/2027 are no longer appropriate or reasonable. Such adjustments apply to the right of the Board to resolve on a reduction in the number of Performance Shares to which a participant is entitled, if the number of Performance Shares to which a participant is entitled otherwise, taking into account Trelleborg's earnings and financial position, the Group's general development as well as conditions in the stock market, would be manifestly unreasonable.

In the event that the Board is of the opinion that delivery of shares under PSP 2025/2027 cannot be effected at a reasonable cost, with reasonable administrative effort or due to specific market conditions, the Board has the right to make appropriate local adjustments to the program or instead offer participants a cash settlement.

Scope and cost of the program

The total number of Series B shares that a participant can allocate as Savings Shares and the total number of Performance Shares that can be awarded are based on the market price of the Company's Series B share. Assuming the Company's Series B share at the time of the allocation of Savings Shares under PSP 2025/2027 are traded at about SEK 400, PSP 2025/2027 is estimated, using the principles and assumptions set out, to encompass no more than 45,000 Performance Shares, which corresponds to 0.019 percent of the total number of shares issued in the Company and approximately 0.009 percent of the total number of votes in the Company.

The outcome of PSP 2025/2027 may, at unchanged share price for the Company's Series B share during the duration of the program, not exceed an amount equivalent to 30 percent of the participant's annual fixed salary (excluding payroll overheads).

The costs for PSP 2025/2027 will be expensed as personnel costs. The total cost of PSP 2025/2027 before tax is estimated, in accordance with the principles and assumptions described above, to amount to approximately SEK 15 M. The amount includes an estimated cost of payroll overheads and financing costs. The costs for PSP 2025/2027 are expected to have a marginal impact on the Trelleborg Group's key figures.

The Board of Directors is of the opinion that the positive earnings effects that are expected to arise from increased share ownership by the Group's senior executives through PSP 2025/2027 outweighs the costs relating to the program.

B. Authorization for the repurchase of Series B shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board, on one or more occasions, during the period until the next Annual General Meeting, to resolve on the repurchase of own shares of Series B in Trelleborg on Nasdaq Stockholm in accordance with the following conditions.

- (i) Series B shares may only be repurchased on Nasdaq Stockholm.
- (ii) A maximum of 45,000 Series B shares may be acquired to ensure delivery of shares to participants in PSP 2025/2027.
- (iii) Series B shares may only be purchased at a price within the price range prevailing at the time on Nasdaq Stockholm, that is to say, the interval between the highest bid price and the lowest offer price that are continuously published on Nasdaq Stockholm.
- (iv) Payment for repurchased own shares shall be made in cash.
- (v) The Board may decide on the other conditions for the repurchase of own Series B shares.

The purpose of the proposed repurchasing authorization is to ensure delivery of shares and associated costs, such as payroll overheads, for PSP 2025/2027.

C. Resolution on the transfer of own Series B shares

In order to fulfil the Company's obligations related to participants in PSP 2025/2027, the Board proposes that the Annual General Meeting resolves that the Company transfers own Series B shares as follows:

- (i) No more than 45,000 Series B shares may be transferred.
- (ii) The right to acquire Trelleborg's Series B shares, free of charge, shall, disapplying the preferential rights of the shareholders, be reserved for such individuals within the Trelleborg Group who are participants in PSP 2025/2027. Furthermore, subsidiaries of Trelleborg shall, disapplying the preferential rights of the shareholders, have the right to acquire Trelleborg's Series B shares, free of charge, after which such a company is obliged, in accordance with the conditions of PSP 2025/2027, transfer the shares to such individuals within the Trelleborg Group who are participating in PSP 2025/2027.

(iii) The transfer of Trelleborg's Series B shares shall be free of charge at the time when, and in line with other conditions, participants in PSP 2025/2027 are entitled to receive shares, i.e. expected in the 2027 fiscal year.

(iv) The Board may decide on the other conditions for the transfer of own Series B shares.

The reason for the proposed deviation from the preferential rights of the shareholders, is that the transfer of own shares forms one part of establishing PSP 2025/2027. The Board is of the opinion that the establishment of PSP 2025/2027 will benefit the Company and shareholders since participants are given an opportunity to own shares in the Company.

In the event that the required majority cannot be obtained for the acquisition and transfer of own shares to participants in PSP 2025/2027 as outlined above, the Company intends to hedge the financial exposure of PSP 2025/2027 and the delivery of shares in accordance with the conditions of PSP 2025/2027 by entering into a share swap agreement with a third party, whereby the third party in their own name is to acquire and transfer Series B shares to participants in accordance with the conditions of PSP 2025/2027.

Majority rules, etc.

The Board proposes that resolutions according to items A, B and C above shall be made by the Annual General Meeting as separate decisions. The proposals under items B and C pertaining to the proposals on the acquisition and transfer of own Series B shares shall be conditional on the resolution of the Annual General Meeting in accordance with item A on the establishment of PSP 2025/2027 and vice versa.

The resolution of the Annual General Meeting on the establishment of PSP 2025/2027 as above requires a majority of more than half of the votes cast at the Annual General Meeting. The validity of the decision to authorize the Board to acquire own shares on Nasdaq Stockholm as outlined above requires the support of shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting. The validity of the decision to transfer own shares in PSP 2025/2027 as outlined above requires the support of shareholders representing not less than nine-tens of both the votes cast and the shares represented at the Annual General Meeting.

Preparing the proposal

PSP 2025/2027 was initiated by Trelleborg's Board and drawn up in consultation with external advisors. The program was prepared by the Board's Remuneration Committee and addressed at Board meetings. Peter Nilsson, President and CEO and Board member, who may participate in the proposed PSP 2025/2027, did not take part in preparing the matter.

Other

For a description of the company's other share-related incentive programs, refer to the company's Annual Report for 2024, Note 10. In addition to the program described there, the company has no other share-related incentive programs.

18 – RESOLUTION ON AUTHORIZATION FOR THE BOARD OF DIRECTORS TO RESOLVE ON REPURCHASE OF OWN SHARES

The Board of Directors proposes that the Annual General Meeting authorizes the Board to resolve on the acquisition of own Series B on the following terms and conditions:

(i) the acquisition may take place on Nasdaq Stockholm, on one or more occasions before the next Annual General Meeting;

(ii) the acquisition may be of no more than the number of Series B shares so the company's holding of own shares at the time amounts to no more than one tenth of all of the shares in the company, on condition that there is sufficient non-restricted equity, based on the latest adopted Balance Sheet;

(iii) the acquisition may take place at a price within the market price range registered at the time (i.e. the interval between the highest bid price and the lowest offer price); and

(iv) payment for the acquired shares shall be made in cash.

The objective of the proposed authorization is to provide the Board with an opportunity to adapt the company's capital structure and thereby contribute to increased shareholder value. The intention is that upcoming annual general meetings will resolve on the cancellation of the repurchased shares.

The Board is entitled to decide on the other conditions for the repurchase of own shares. The Board Chairman, or the person appointed by the Board Chairman, is authorized to undertake minor adjustments to the above proposal that may be necessary when executing the Board's decision to repurchase own shares.

The decision to authorize the Board to acquire own Series B shares requires the support of shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.

19 – RESOLUTIONS ON (A) REDUCTION OF THE SHARE CAPITAL BY MEANS OF CANCELLATION OF REPURCHASED SHARES AND (B) INCREASE OF THE SHARE CAPITAL THROUGH A BONUS ISSUE WITHOUT ISSUE OF NEW SHARES

A. Reduction in share capital by canceling own shares

The Board of Directors proposes that the Annual General Meeting resolves on the reduction in share capital by canceling own shares. The purpose of the reduction is provisions for non-restricted equity.

The reduction in share capital is to take place through the cancellation of 10,218,813 own Series B shares held by the company. The reduction in share capital will amount to SEK 110,856,081.95 through the cancellation of 10,218,813 Series B shares.

The resolution to reduce share capital according to this item (A) can be performed without requiring a permit from the Swedish Companies Registration Office or, in the event of a dispute, a general court since the company concurrently conducts a bonus issue, according to item (B) below, in an amount equivalent to the lowest amount by which the share capital will decrease, as outlined above. In total, these measures will mean that neither the company's restricted equity nor share capital will decrease.

B. Bonus issue

In order to restore the share capital following the proposed decrease in share capital in accordance with item (A) above, the Board of Directors proposes that the Annual General Meeting resolves at the same time to increase the company's share capital through a bonus issue of SEK 110,856,081.95 by transferring SEK 110,856,081.95 from the company's non-restricted equity. The bonus issue will be performed without issuing new shares.

Board of Directors' report pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act

On account of the Board's proposal for decision on reducing share capital by the withdrawal of shares, the Board of Directors submits the following report pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act.

As specified in the Board's proposal to reduce share capital, the Board of Directors proposes that the company's reduction in share capital will amount to SEK 110,856,081.95 through the cancellation of 10,218,813 Series B shares as a provision for non-restricted equity.

In order to achieve a time-efficient redemption process, with no requirements for a permit from the Swedish Companies Registration Office or general court, the Board has also proposed that the Annual General Meeting resolves to restore the company's share capital to its current amount by increasing share capital by SEK 110,856,081.95 through a bonus issue without the issuance of new shares. The amount shall be transferred from the company's non-restricted equity to the company's share capital.

The reduction in share capital through the withdrawal of shares reduces the company's share capital by SEK 110,856,081.95 and the bonus issue increases the company's share capital by the same amount. After the completion of the bonus issue, the company's equity and share capital will therefore be unchanged.

Following the reduction in the share capital and the bonus issue, the number of shares will be 231,328,373, of which 28,500,000 Series A shares and 202,828,373 Series B shares.

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board, or the person appointed by the Board, to undertake such minor adjustments to the decisions in accordance with items (A) and (B) above that may be necessary to register the decisions with the Swedish Companies Registration Office or Euroclear Sweden AB and otherwise undertake the necessary measures to execute the decision.

The decisions under items (A) and (B) are conditional on one another. The validity of the Meeting's decision in accordance with the Board's proposal requires the support of shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.

ANNUAL REPORT AND OTHER DOCUMENTATION PROVIDED

The Nomination Committee's reasoned statement, the power of attorney form and postal voting form will be available at the company's head office, Johan Kocksgatan 10, 231 45 Trelleborg, Sweden and on the company's website www.trelleborg.com. Financial statements, the auditor's report and other documents to be made available to shareholders as stipulated by the Swedish Companies Act will be available at the company's premises and on the company's website www.trelleborg.com not later than three weeks prior to the Meeting. The documents will be sent free of charge to the recipient for shareholders who make such a request and provide a postal address.

SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, the Board of Directors and the President 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 at the Annual General Meeting concerning conditions that could influence the assessment of items on the agenda, conditions that could influence assessments of the financial condition of the company or subsidiaries as well as the company's relationship with other Group companies, and information on the consolidated financial statements.

OTHER INFORMATION

The number of shares in the company on the date of this notice amounts to 241,547,186, of which 28,500,000 are Series A shares (ten votes per share) and 213,047,186 Series B shares (one vote per share). The company holds 11,268,336 own Series B shares in treasury. The total number of votes in the company amounts to 498,047,186. 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>.

Trelleborg, March 2025

Trelleborg AB (publ)
BOARD OF DIRECTORS

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About Us

Trelleborg is a world leader in engineered polymer solutions that protect critical applications in demanding environments. Its innovative solutions accelerate performance for customers in a sustainable way. In 2024, The Trelleborg Group had annual sales of approximately SEK 34 billion in around 40 countries. The Group comprises three business areas: Trelleborg Industrial Solutions, Trelleborg Sealing Solutions and Trelleborg Medical Solutions. The Trelleborg share has been listed on the Stock Exchange since 1964 and is listed on Nasdaq Stockholm, Large Cap. www.trelleborg.com

Attachments

[Notification of the Annual General Meeting of Trelleborg AB \(publ\)](#)

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