



The Board of Directors' of Trelleborg AB (publ) proposal for 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 and statement by the Board of Directors

Trelleborg has within the framework of the company's buyback program on the basis of the authorization granted by the Annual General Meeting 2022, acquired own shares. As of March 17, 2023, Trelleborg held 15,945,864 own shares of series B, corresponding to approximately 5.88 percent of the total number of shares in the company.

As previously communicated, the intent is that the repurchased shares shall be cancelled by resolution of upcoming Annual General Meetings. Hence, the Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of own shares, and to increase the share capital by way of a bonus issue in accordance with item (A) and (B) below. The resolutions are conditional upon each other and are therefore proposed to be adopted as one resolution as follows.

A. Reduction of share capital by cancellation of own shares

The Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity.

The reduction of the share capital shall be made by cancellation of 15,945,864 own shares of series B that are held by the company. The reduction of the share capital will be SEK 154,143,352 by way of cancellation of 15,945,864 shares of series B.

The resolution to reduce the share capital under this item (A) may be executed without a permit from the Swedish Companies Registration Office or, in the event of a dispute, a general court, as the company simultaneously carries out a bonus issue, as set out under item (B) below, with an amount corresponding to no less than the amount the share capital is being reduced with, as set out above. Combined, these measures entail that neither the company's restricted equity nor its share capital is reduced.

B. Bonus issue

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item (A) above, the Board of Directors proposes that the Annual General Meeting simultaneously resolves on a bonus issue to increase the company's share capital by SEK 154,143,352 through a transfer of SEK 154,143,352 from the company's unrestricted equity. The bonus issue shall be carried out without issue of new shares.

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

In view of the Board of Directors' proposal for resolution on reduction of the share capital through cancellation of shares, the Board of Directors hereby issues the following statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act.

It follows from the proposal on reduction of the share capital that the Board proposes that the company's share capital shall be reduced by SEK 154,143,352 through cancellation of 15,945,864 shares of series B for allocation to unrestricted equity.

In order to achieve a time-efficient cancellation procedure without the requirement of obtaining the Swedish Companies Registration Office's or a general court's permission, the Board has also proposed that the Annual General Meeting resolves on restoring the company's share capital to its current amount by increasing the share capital with SEK 154,143,352 by way of a bonus issue without issuance of new shares. The amount is to be transferred from the company's unrestricted equity to the company's share capital.

Through the reduction of the share capital due to the cancellation of shares, the company's share capital is reduced by SEK 154,143,352 and through the bonus issue the company's share capital is increased by the same amount. The company's restricted equity and share capital will therefore remain unchanged after the implementation of the bonus issue.

Following completion of the reduction of the share capital and the bonus issue, the number of shares will be 255,125,919, of which 28,500,000 are shares of series A and 226,625,919 are shares of series B.

Authorization

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors, or the person appointed by the Board, to make such minor adjustments to the resolutions according to item (A) and (B) above as may be required for registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.

Conditions and majority requirements

The resolutions under items (A) and (B) are conditional upon each other. In order for the resolutions by the General Meeting in accordance with the Board of Directors' proposals above to be valid, the resolutions must be accepted by shareholders holding no less than two thirds of the votes cast as well as the shares represented at the General Meeting.

March 2023
Board of Directors of Trelleborg AB (publ)