



Press Release

Trelleborg March 20, 2003

Invitation to Annual General Meeting of Trelleborg AB

The shareholders of Trelleborg AB (publ) are hereby invited to attend the Annual General Meeting of the Company on Thursday, April 24, 2003, at 3 p.m. in the Söderslättsallen, Klörupsvägen 48, Trelleborg, Sweden.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the Meeting must notify the Company of their intention to do so not later than 3 p.m. on Wednesday, April 16, 2003:

- by post: Trelleborg AB, Att: Viveca Olsson, Legal Affairs Department, Box 153, SE-231 22 Trelleborg, Sweden, or
- by telefax: +46 (0)410-439 72, or
- by e-mail: anmalan.stamma@trelleborg.com or
- by telephone: +46 (0)410-670 31, 670 25, or 670 00, or
- via the Internet at website www.trelleborg.com/anmalan

In their notifications, shareholders should state their names, personal identity numbers and telephone numbers. If participation is supported by power of attorney, the power of attorney and – assuming the issuer of the power of attorney is a legal entity – certified proof of registration, or other document proving the signatory's authorization, must be sent to the Company prior to the Meeting.

The information provided will be used exclusively in conjunction with the Meeting and the necessary registration and processing for the preparation of the list of voters.

To be eligible to participate in the Meeting, shareholders must be recorded in the share register maintained by VPC AB on Monday, April 14, 2003. Shareholders whose shares have been registered in the name of a trustee, must therefore temporarily have the shares re-registered in their own name on this date. (Such registration should be requested of the trustee a couple of working days prior to this date).

MEETING PROGRAM

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| 1.00–3.00 p.m. | Registration desks open. Light refreshments served |
| 2.15 p.m. | Meeting hall opens |
| 3.00 p.m. | Meeting commences |

PROPOSED AGENDA FOR MEETING

- 1) Election of Meeting Chairman.
- 2) Preparation and approval of the list of shareholders entitled to vote at the Meeting.
- 3) Election of one or two minutes-checkers.
- 4) Determination of whether the Meeting has been duly convened.
- 5) Approval of the Agenda.
- 6) Presentation of the annual accounts and the auditors' reports for the Parent Company and the Group.
- 7) President's address to the shareholders
- 8) Adoption of:
 - a) the Parent Company income statement and balance sheet and the consolidated income statement and balance sheet
 - b) disposition to be made of the Company's profits in accordance with the adopted balance sheet (proposed dividend, see below),
 - c) decision regarding the discharge of the members of the Board of Directors and of the President from personal liability for the 2002 fiscal year.
- 9) Decision regarding number of Board members and deputy members (see below).
- 10) Determination of the fees to be paid to Board members (see below) and auditors.

- 11) Election of the Board members (see below).
- 12) Decision regarding authorization of the Board to decide on the purchase and transfer of the Company's own shares (see below).
- 13) Proposals from the Swedish Association of Share Investors (see below)
 - a) that the Annual General Meeting appoint a Nominating Committee, and
 - b) that the Annual General Meeting assign the Board to appoint a Compensation Committee, and
 - c) that the Annual General Meeting assign the Board to appoint an Audit Committee.
- 14) Other business to be addressed by the Meeting in accordance with the Swedish Companies Act (1975:1385), or the Articles of Association.

DIVIDEND

The Board of Directors and the President **propose** that shareholders be paid a cash dividend of SEK 4.25 per share.

April 29 has been **proposed** as the record date for the cash dividend. If the Meeting approves the Board's **proposal**, it is estimated that the cash dividend payments will be distributed by VPC on May 5, 2003. Due to the technical procedures required to effect the dividend payment, the record day and the dividend payment date may be changed to later dates.

FEES

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that the Annual General Meeting decides that the total fee to be paid to the Board, excluding travel expenses, shall amount to SEK 1,350,000 and be distributed by the Board to Board members who are not employed within the Trelleborg Group.

NUMBER OF BOARD MEMBERS AND DEPUTY MEMBERS

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that the number of Board members elected by the meeting remains unchanged at seven members and that the decision not to appoint deputies remains unchanged.

ELECTION

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company **propose** that the following Board members be reelected: Ann-Christine Albertsson, Fredrik Arp, Staffan Bohman, Rolf Kjellman, Berthold Lindqvist, Anders Narvinger and Didrik Normark.

AUTHORIZATION FOR THE BOARD TO DECIDE ON THE PURCHASE AND TRANSFER OF THE COMPANY'S OWN SHARES

The Board's proposal for decision by the Annual General Meeting regarding purchase and authorization to sell the Company's own shares

- A. The Board **proposes** that the Annual General Meeting authorize the Board to decide on the purchase of the Company's own shares in accordance with the following conditions.
 1. The purchases shall be made on Stockholmsbörsen.
 2. The authorization may be exercised on one or several occasions prior to the next Annual General Meeting.
 3. The number of shares purchased may at no time exceed 10 percent of the total number of shares outstanding in the Company.
 4. The shares shall be purchased at the market price prevailing on the date of purchase, with a deviation that at no time exceeds the registered price interval.

The objective of the purchase of own shares is to adjust the Company's capital structure.

- B. The Board **proposes** that the Annual General Meeting authorize the Board to, with the right to waive the preferential rights of shareholders, decide on the sale of the Company's own shares as payment in connection with the acquisition of companies or operations and, with or without preferential rights for shareholders, to decide on the sale of the Company's own shares in a manner other than through Stockholmsbörsen in order to finance the acquisition of companies or operations. In instances where the sale of shares occurs and the preferential rights of shareholders have been waived, compensation for the sold shares shall be made in an amount that corresponds to the assessed market value. In other respects, the following conditions apply.
1. The authorization may be used on one or several occasions during the period up to the next Annual General Meeting.
 2. The number of shares sold may at no time exceed 10 percent of the total number of shares outstanding in the Company.

The complete text of the Board proposal for decision by the Annual General Meeting on this agenda item will be available from the Company at the following address: Henry Dunkers gata 2 in Trelleborg, Sweden, and via the Group website at www.trelleborg.com as of April 10, 2003.

PROPOSALS FROM THE SWEDISH ASSOCIATION OF SHARE INVESTORS IN REGARD TO A NOMINATING COMMITTEE, A COMPENSATION COMMITTEE AND AN AUDIT COMMITTEE

The Swedish Association of Share Investors has given notice of a proposal according to which a Nominating Committee consisting of members who are independent of the Company and who represent the Company's owners at the Meeting shall be appointed by the Meeting. It will also be proposed that a representative for the minor shareholders be included in the Committee.

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company have advised that they will move to reject such a proposal and will instead propose that the Meeting decide that the nominating process be handled as follows:

The Board Chairman shall be given the mandate to appoint a maximum of five members from among the Company's major shareholders who, under the Chairman's leadership, shall jointly produce a proposal for the Board to present to the General Meeting for approval. Prior to the election of the Board in 2004, the composition of this Nominating Committee shall be announced in conjunction with the publication of the Company's report on the third quarter of 2003.

The Swedish Association of Share Investors has also given notice of a proposal according to which the Board shall be assigned by the Meeting to appoint a Compensation Committee to prepare compensation agreements for the President and other members of senior management. This proposal is fully in accordance with the procedures already followed by the Board.

The Swedish Association of Share Investors has also given notice of a proposal according to which the Board shall be assigned by the Meeting to appoint an Audit Committee that will function as a preparatory subcommittee to the Board.

Together, shareholders representing approximately 65 percent of the voting rights for all shares outstanding in the Company have advised that they will move to reject such a proposal and will instead propose that the current close contact with the auditors and all Board members be continued.

INFORMATION REGARDING PARKING AND BUS TRANSFERS BETWEEN BILIA AND THE AGM VENUE

Since only limited parking is available at Söderslättshallen, special buses will be made available as from 1 p.m. to transport participants from Bilja, Hedvägen 111, where free parking is available, to the AGM venue and back again after the Meeting. The bus transfers will be free of charge and will be made at approximately 10-minute intervals. **The final transfer to the AGM will leave Bilja at 2.30 p.m.**

Trelleborg, March 2003
BOARD OF DIRECTORS