

**Minutes kept at the annual general meeting of Mekonomen Aktiebolag (publ), reg. no 556392–1971, on 20 May 2022, 10.00 a.m., at Bygget, Norrlandsgatan 11, in Stockholm.**

#### **1. Opening of the meeting and election of chairman of the meeting**

The vice chairman of the board Helena Skåntorp welcomed the participants and declared the annual general meeting as opened.

In accordance with the nomination committee's proposal, Helena Skåntorp was elected chairman of the meeting. It was informed that Malin Tiberg had been assigned to keep the minutes at the meeting.

The meeting resolved that invited guests were allowed to attend the meeting.

#### **2. Preparation and approval of voting register**

The meeting resolved to approve the list in [Appendix 1](#) as voting register at the meeting.

It was noted that the shareholders were able to exercise their voting rights by postal voting prior to the meeting, that some shareholders had submitted voting instructions in advance, and that the advanced votes constituted approximately 62 percent of the shares represented at the meeting.

#### **3. Approval of the agenda**

The meeting resolved to approve the agenda included in the notice convening the meeting.

#### **4. Election of one person to verify the minutes**

The meeting appointed Thomas Wuolikainen (Fjärde AP-Fonden) to verify the minutes in addition to the chairman.

#### **5. Determination of whether the meeting has been duly convened**

The meeting was declared duly convened.

It was noted that the notice convening the meeting had been available on the company's website since 19 April 2022, was published in the Swedish Official Gazette (Sw: Post och Inrikes Tidningar) on 21 April 2022 and that an advertisement stating that the notice had been published was included in Dagens Nyheter on 21 April 2022.

**6. Presentation of the annual report and auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements**

The annual report and the auditor's statement for the company and the group for 2021, which have been made available to shareholders in accordance with applicable rules, were presented, as well as the auditor's statement on whether the guidelines for remuneration of senior executives have been adhered to.

The company's auditor in charge Linda Corneliusson reported on the audit work and the conclusions of the audit report and the statement on adherence to the remuneration guidelines.

**7. CEO's address**

The CEO Pehr Oscarson gave his speech. Then questions from shareholders were answered.

**8. Resolution on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet**

The meeting resolved to adopt the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2021, included in the annual report.

**9. Resolution on discharge of the directors and CEO from liability**

The meeting resolved to discharge the board members and the CEO from liability for the financial year 2021.

It was noted that the board members and the CEO did not participate in the resolution.

Before addressing the coming items on the agenda, the proposals of the board and the nomination committee, which were included in the notice convening the meeting, were presented, as well as statements and other documents, which have been made available to the shareholders in accordance with applicable rules. The documentation including the board's statement regarding dividend and authorization to purchase shares, the board's remuneration report, the articles of association as proposed, the nomination committee's motivated statement and information on the proposed board members.

**10. Resolution concerning disposition of the company's result in accordance with the adopted balance sheet**

The meeting resolved, in accordance with the board's proposal, that the earnings are disposed with a dividend for the financial year 2021 of SEK 3.00 per share and that the remaining amount is carried forward. The meeting resolved that the record date should be 24 May 2022.

**11. Determination of the number of directors and deputy directors**

The nomination committee, through Thomas Wuolikainen, presented its proposals under items 11-14.

The meeting resolved, in accordance with the proposal of the nomination committee, that the board shall consist of seven board members, without deputies.

## **12. Determination of fees to the board and the auditor**

The meeting resolved, in accordance with the proposal of the nomination committee, on the following fees: SEK 750,000 to the chairman of the board, SEK 480,000 to the vice chairman of the board and SEK 350,000 to each of the other meeting-elected directors. The following fees shall be paid for committee work: SEK 150,000 to the chairman of the audit committee and SEK 60,000 to each of the other members of the audit committee, and SEK 60,000 to the chairman of the remuneration committee and SEK 30,000 to each of the other members of the remuneration committee.

The meeting further resolved that auditor's fee shall be paid in accordance with approved account.

## **13. Election of board members and chairman**

It was noted that information about the proposed board member's positions in other companies had been made available on the company's website and included in the material distributed at the meeting.

The meeting resolved, in accordance with the proposal of the nomination committee, on re-election of directors Eivor Andersson, Kenny Bräck, Robert M. Hanser, Joseph M. Holsten, Magnus Håkansson, Michael Løve and Helena Skåntorp.

Robert M. Hanser was re-elected as chairman of the board.

## **14. Election of auditor**

The meeting resolved, in accordance with the proposal of the nomination committee, on re-election of PricewaterhouseCoopers AB as the company's auditor for the period until the end of the 2023 annual general meeting.

It was noted that PwC has announced that Linda Corneliusson will continue as auditor in charge.

## **15. Approval of the remuneration report**

The meeting resolved to approve the board's remuneration report.

## **16. Resolution on a long-term share-based incentive program (LTIP 2022)**

The meeting resolved to approve the board's proposal, [Appendix 2](#), to establish a long-term share-based incentive program (LTIP 2022) to group management in Mekonomen and certain other key employees in the group.

## **17. Resolution on authorization for the board to (a) acquire own shares and (b) transfer of own shares**

The meeting resolved to approve the board's proposal, [Appendix 3](#), to authorize the board to resolve on acquisitions of the company's own shares.

The meeting further resolved to approve the board's proposal, Appendix 3, to authorize the board to resolve on transfers of the company's own shares.

It was noted that the proposals were supported by shareholders with more than two-thirds of the votes cast and shares represented at the meeting.

**18. Resolution on authorization to issue new shares**

The meeting resolved to approve the board's proposal, Appendix 4, to authorize the board to issue new shares.

It was noted that the resolution was supported by shareholders with more than two-thirds of the votes cast and shares represented at the meeting.

**19. Resolution on amendments to the articles of association concerning corporate name**

The meeting resolved, in accordance with the board's proposal, to amend paragraph 1 of the articles of association, with a new wording in accordance with Appendix 5, whereby the company's name will be changed to MEKO AB.

It was noted that the resolution was supported by shareholders with more than two-thirds of the votes cast and shares represented at the meeting.

**20. Closing of the meeting**

The meeting was declared closed.

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At the minutes:

Attest by:

Malin Tiberg

Helena Skåntorp

Thomas Wuolikainen