

Minutes kept at the annual general meeting in Mekonomen Aktiebolag (publ), reg. no 556392–1971, 7 may 2021, Stockholm.

1. Election of a chairman of the meeting

The meeting resolved, in accordance with the proposal by the nomination committee, to appoint Malin Tiberg, member of the Swedish Bar Association, as chairman of the meeting. It was noted that Antonia Lantz had been asked to keep the minutes at the meeting.

It was noted that the annual general meeting was carried out in accordance with section 20 and 22 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations, allowing shareholders to exercise their voting right at the meeting only by voting in advance, so called postal voting.

The notice convening the meeting is enclosed as [Appendix 1](#).

The form used for postal voting is enclosed as [Appendix 2](#).

A compilation of the result of the received postal votes is enclosed as [Appendix 3](#). The compilation states the information specified in section 26 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations.

It was noted that no shareholder had notified the company of a request that a resolution on a matter on the proposed agenda should be deferred to a continued general meeting. It was further noted that the shareholders had been given an opportunity to request information from the company and that no such requests had been submitted.

2. Election of two persons to verify the minutes

The meeting appointed Arne Löow (Fjärde AP-Fonden) and Kristian Åkesson (Didner & Gerge Fonder) to verify the minutes in addition to the chairman.

3. Preparation and approval of voting register

The meeting resolved to approve the list in [Appendix 4](#), prepared by Euroclear Sweden AB on behalf of Mekonomen and based on the general meeting shareholder register and received postal votes, as voting register at the meeting.

It was noted that 34 337 422 shares and votes were represented at the meeting.

4. Approval of the agenda

The meeting resolved to approve the proposed agenda, which had been included in the notice to the meeting ([Appendix 1](#)).

It was noted that the complete proposals of the board and the nomination committee have been included in the notice, and that the notice, the annual report and auditor's report for 2020, the consolidated financial statements and the auditor's report on the consolidated financial statements for 2020, the board's remuneration report according to chapter 8 section 53 a of the Swedish Company Act and the auditors statement in accordance with chapter 8 section 54 of the Swedish Company Act have been presented by having been available at the company and at the company's website for more than three weeks before the meeting. The documents have been sent to the shareholders upon request.

5. Determination of whether the meeting has been duly convened

The meeting was declared duly convened as the notice convening the meeting has been available on the company's website since 30 March 2021 and has been published in the Swedish Official Gazette (Sw: Post och Inrikes Tidningar) on 1 April 2021 and that an advertisement stating that the notice had been published was included in Dagens Nyheter on 1 April 2021.

6. Presentation of the annual report and auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements, and the auditor's statement on whether the guidelines for remuneration of senior executives have been adhered to

It was noted that the accounts and reports for 2020 and the auditors statement were presented as the documents have been available in accordance with what is noted above.

7. 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 2020.

8. 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 2020.

It was noted that the board members and the CEO that own shares in the company did not participate in the resolution that concerned themselves.

9. 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 no dividend shall be paid for the financial year 2020 and that the earnings at the disposal of the meeting shall be carried forward to new account.

10. Determination of the number of directors and deputy directors

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

11. 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 650,000 to the chairman of the board, SEK 420,000 to the vice chairman of the board and SEK 315,000 to each of the other meeting-elected directors. The following fees shall be paid for committee work: SEK 125,000 to the chairman of the audit committee and SEK 55,000 to each of the other members of the audit committee, and SEK 50,000 to the chairman of the remuneration committee and SEK 25,000 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.

12. Election of the board members and chairman

It was noted that information about the proposed board member's positions in other companies had been available on the company's website.

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

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

13. 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 2022 annual general meeting. Pwc has announced that Linda Corneliusson will continue as auditor in charge.

14. Resolution on guidelines for remuneration of senior executives

The meeting resolved to approve the board's proposal on guidelines for remuneration of senior executives, [Appendix 5](#).

15. Presentation and approval of the board's remuneration report

It was noted that the remuneration report for 2020 were presented as it has been available in accordance with what is noted above

The meeting resolved to approve the report of remunerations prepared by the board in accordance with chapter 8 section 53 a of the Swedish Companies Act.

16. Resolution on a long-term share-based incentive program (LTIP 2021)

The meeting resolved to approve the board's proposal to implement a long-term share-based incentive program (LTIP 2021) to group management in Mekonomen and certain other key employees in the group in accordance with [Appendix 6](#).

17. Resolution on authorization to issue new shares

The meeting resolved to approve the board's proposal to authorize th board to issue new shares in accordance with Appendix 7.

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.

18. Resolution on amendments to the articles of association

The meeting resolved, in accordance with the proposal of the board, to amend the articles of association with a new wording in accordance with Appendix 8.

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.

At the minutes:

Attest by:

Antonia Lantz

Malin Tiberg

Arne Lööv

Kristian Åkesson