

Minutes kept at the Annual General Meeting in Mekonomen Aktiebolag (publ), reg. no 556392-1971, Wednesday 9 May 2018, 3 p.m. – 4.30 p.m. CET at Nalen, Regeringsgatan 74 in Stockholm

Attending

According to the attached voting register, Appendix 1.

1. Opening of the Annual General Meeting

Christer Åberg welcomed the attending shareholders and other attendants and thereafter declared the Annual General Meeting opened.

2. Election of a chair to preside over the Annual General Meeting

On proposal of the Nomination Committee, Christer Åberg was appointed chairman of the Annual General Meeting.

The chairman informed that the Board had appointed attorney Johan Palmgren to keep the minutes at the Annual General Meeting.

The chairman further informed that all directors of Mekonomen's Board were present, as well as the company's CEO and persons from the management, representatives from the Nominating Committee and the company's chief auditor.

The Annual General Meeting resolved to approve that invited guests may attend the meeting.

3. Preparation and approval of voting register

The Annual General Meeting resolved to approve the list in Appendix 1 as voting register for the meeting.

It was noted that of all the company's 35,901,487 shares and votes, 23,839,867 shares and votes were represented at the meeting, corresponding to approximately 66.4 percent of the total number of shares and votes in the company.

4. Approval of the agenda

The Annual General Meeting resolved to approve the agenda proposed by the Board and included in the notice to the Annual General Meeting.

5. Election of one or two persons to approve the minutes of the Annual General Meeting

The Annual General Meeting resolved that, Arne Löow, representing Fjärde AP-fonden, together with the chairman were to attest the minutes.

6. Determination of whether the Annual General Meeting has been duly convened

The secretary of the Annual General Meeting informed the meeting that the notice to the Annual General Meeting has been available on the company's website since 4 April 2018, and published

in Post- och Inrikes Tidningar on 6 April 2018 and also advertised as a notice in Dagens Nyheter on 6 April 2018.

It was noted that the notice has been sent to shareholders upon request and has been available for the present shareholders at the Annual General Meeting's registration.

The Annual General Meeting was declared to have been duly convened.

7. Presentation of the annual report and auditor's report, the consolidated financial statement 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

The chairman informed that that the annual report and the consolidated financial statement, including management reports, income statements, balance sheet for the parent company and the group as well as auditor's report for the parent company and the group, have been available at the company and on the company's website since 28 March 2018. It was noted that the auditor's statement regarding the company's compliance with the guidelines for remuneration to senior executives were held available likewise since 4 April 2018. The documents have been sent to shareholders upon request and have been available for the present shareholders at the Annual General Meeting's registration.

The company's chief auditor Lennart Danielsson, PwC, reported on the auditing work within Mekonomen and reported on selected parts of the audit report and the auditor's opinion on the application of the company's guidelines for remuneration to senior executives.

It was noted that the documents were duly presented.

8. CEO's address

The CEO, Pehr Oscarson, presented the company's operations during 2017.

Thereafter shareholders asked questions which were answered by the CEO.

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

The Annual General Meeting resolved to adopt the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2017, as were presented in the annual report.

10. Resolution on discharge of the directors and president from liability

The Annual General Meeting resolved to discharge the board members and the CEO from liability for the administration for 2017, in accordance with the auditor's recommendation.

It was noted that board members and the CEO abstained from voting in regard to the question of discharge of liability and that the resolution was unanimous amongst the other present shareholders.

11. Resolution on appropriation of the Company's result in accordance with the adopted balance sheet and the record date for the dividend

The chairman presented the Board's proposal regarding dividend and noted that the Board had made a statement regarding justification of the dividend and that the auditor endorsed the proposal.

The Annual General Meeting resolved, in accordance with the Board's proposal, that the profit of 2,724,068 TSEK should be allocated by 7.00 SEK per share to be distributed to shareholders, corresponding to 251,310 TSEK, and 2,472,758 TSEK to be balanced in a new sheet.

The Annual General Meeting further resolved that the record date for dividend will be 14 May 2018. The chairman informed that the dividend is expected to be paid out by Euroclear Sweden AB on 17 May 2018.

12. Resolution on the number of directors and deputy directors to be elected by the Annual General Meeting

The Annual General Meeting resolved, in accordance with the Nominating Committee's proposal, that the Board of directors shall consist of seven (7) meeting-elected directors and no deputy directors.

13. Resolution on directors' fees and auditor's fees

The Annual General Meeting resolved, in accordance with the Nominating Committee's proposal, that fees to directors of the Board shall be paid as follows: 590,000 SEK to the chairman of the Board, 330,000 SEK to the vice chairman of the Board and 285,000 SEK to each of the other meeting-elected directors. The following fees shall be paid for committee work: 70,000 SEK to the chairman of the audit committee, 40,000 SEK to each of the other members of the audit committee, 40,000 SEK to the chairman of the remuneration committee and 25,000 SEK to each of the other members of the remuneration committee.

The Annual General Meeting resolved, in accordance with the Nominating Committee's proposal, that auditor's fees shall be paid in accordance with approved account.

14. Election of the Board of Directors, Chairman of the Board

It was noted that information about all the proposed board member's positions is presented at the company's website and available for the present shareholders at the Annual General Meeting.

The Annual General Meeting resolved, in accordance with the Nominating Committee's proposal, on re-election of the board members Kenny Bräck, Joseph M Holsten, Magnus Håkansson, Malin Persson, John S. Quinn and Helena Skåntorp and new-election of Eivor Andersson. John S. Quinn was re-elected as chairman of the Board.

15. Election of auditor

The Annual General Meeting resolved, in accordance with the Nominating Committee's proposal, on re-election of PricewaterhouseCoopers AB as the company's auditor for the period until the end of the 2019 Annual General Meeting. It was noted that Lennart Danielsson will remain as chief auditor.

16. Resolution on instruction for the Nomination Committee

The Annual General Meeting resolved, in accordance with the Nominating Committee's proposal, on instruction for the Nomination Committee's composition and work to be valid until the general meeting decides otherwise, [Appendix 2](#).

17. Resolution on guidelines for remuneration of senior executives

The Annual General Meeting resolved, in accordance with the Board's proposal, on guidelines for remuneration of senior executives, [Appendix 3](#).

18. Resolution on (a) a long-term share-based incentive program and (b) authorization for the Board of Directors to resolve on purchases of own shares and resolution on transfers of treasury shares

The chairman presented the Board's proposal on a long-term share-based incentive program (LTIP 2018) and authorization for the Board to resolve on purchases of own shares and on transfers of own shares, [Appendix 4](#), and noted that the Board has made a statement regarding the justification of acquisition of and transfer of own shares.

The meeting resolved, in accordance with the Board's proposal, to establish the long-term share-based incentive program.

The meeting resolved, in accordance with the Board's proposal, on authorization for the Board to resolve on purchases of own share and on transfers of own shares. It was noted that the resolution was supported by shareholders with at least nine-tenths of the number of votes and shares represented at the Annual General Meeting

19. Resolution on employee's acquisition of shares in subsidiaries

The Annual General Meeting resolved on approving the Board's proposal regarding employee's acquisition of shares in subsidiaries, [Appendix 5](#).

It was noted that the decision was unanimous.

20. Resolution on authorization of the Board to issue new shares

The Annual General Meeting resolved to approve the Board's proposal regarding authorization of the Board to issue new shares, [Appendix 6](#).

It was noted that the decision was unanimous.

The English text is a translation of the original Swedish text. In the event of any discrepancies between the provisions of the English translation and the Swedish version, the Swedish version shall prevail.

21. Closing of the Annual General Meeting

The chairman thanked the present shareholders and other participants for participating in the meeting.

The chairman declared the Annual General Meeting closed.

At the minutes:

Johan Palmgren

Attested by:

Christer Åberg

Arne Lööv

Instruction for the Nomination Committee

The Nomination Committee proposes that the 2018 Annual General Meeting adopts the following instruction for the Nomination Committee's composition and work to be valid until the general meeting decides otherwise.

- Mekonomen shall have a Nomination Committee consisting of four directors. The four largest shareholders of Mekonomen shall be contacted by the Board of Directors based on the record provided by Euroclear Sweden AB on the registered shareholders of the Company as of the last banking day of August. Each of the four largest shareholders shall be entitled to appoint one member each. Should any of the four largest shareholders abstain from its right to appoint a member to the Nomination Committee, the right to appoint such member shall transfer to the subsequent largest shareholder. The Chairman of the Nomination Committee shall, unless its members agree otherwise, be the member appointed by the largest shareholder. The Nomination Committee's composition shall be publicly announced by Mekonomen as soon as the Nomination Committee has been appointed.
- The Nomination Committee's mandate period runs until a new Nomination Committee has been appointed. If a member of the Nomination Committee leaves the committee before its assignment has been completed or if a material change occurs in the ownership structure after the appointment of the Nomination Committee, the Nomination Committee's composition shall be changed in accordance with the above procedure. Deadline for changes in the composition of the Nomination Committee is three months before the Annual General Meeting. A shareholder who has appointed a member to the Nomination Committee is always entitled to replace such member or appoint a new member should its member leave the assignment. Changes in the Nomination Committee's composition shall be publicly announced on Mekonomen's website.
- The Nomination Committee is tasked with submitting recommendations for the following ahead of the Annual General Meeting: a) chairman to preside over the Annual General Meeting, b) the number of directors and deputy directors, c) directors' and auditor's fees, and any special fees for committee work, d) Chairman and other directors of the Board, e) auditors, and f) changes to the instruction for the Nomination Committee, if any.
- The Nomination Committee shall in connection with its assignment fulfil the duties which, according to the Swedish Code of Corporate Governance, are incumbent upon Mekonomen's nominating process, and at the request of the Nomination Committee, Mekonomen shall provide personnel resources, such as a secretarial function for the committee, to facilitate its work. Fees will not be paid to the members of the Nomination Committee. However, where needed, Mekonomen shall bear reasonable costs for external consultants which are deemed by the Nomination Committee to be necessary for the committee to fulfil its assignment.

Guidelines for remuneration of senior executives

The Board proposes that the 2018 Annual General Meeting adopts the following guidelines for remuneration to senior executives.

The proposal ahead of the 2018 Annual General Meeting conforms with the guidelines that were approved by the 2017 Annual General Meeting, with the adjustment that long-term variable compensation may be payable through participation in long-term share-based incentive programs instead of through long-term variable cash compensation.

The Board is of the opinion that it is highly important that there is a clear relationship between the remuneration and the values and financial objectives of the Mekonomen Group, both in the short and the long term. The Board's proposal for guidelines for remuneration entails that the Company shall offer competitive compensation, which will enable the Mekonomen Group to recruit and keep executives, and that the criteria for deciding the compensation shall be based on the importance of individual work duties and the individual employee's competence, experience and performance. The compensation shall consist of the following components: fixed base salary, variable remuneration, pension benefits, other benefits and severance terms.

The guidelines include the CEO and other persons in the Mekonomen group management. The group management currently consists of twelve persons.

The remuneration shall be decided by the Remuneration Committee of the Board. The remuneration to the CEO shall however be decided by the Board in its entirety.

Fixed base salary

Mekonomen shall offer a fixed base monthly salary which shall be competitive in comparison with the market conditions. The fixed base salary constitutes compensation for committed work performed at a high professional level, which creates added value for the customers, shareholders and personnel of Mekonomen.

Variable remuneration

In addition to the fixed base salary, Mekonomen shall offer short-term variable cash remuneration which shall be based on the fulfilment of Mekonomen's objectives for the result of the Mekonomen Group, and individual qualitative parameters. The allocation between base salary and variable compensation shall be proportionate to the responsibility and authority of the individual executive.

The short-term variable compensation is capped at a certain percentage of the fixed annual salary. The percentage is linked to the position of the individual and varies between 33 and 60 percentage points for members of the Company management.

It shall be possible for an executive to receive long-term variable compensation through participation in long-term share-based incentive programs (LTIPs) resolved by the general meeting. An LTIP shall be structured for the purpose of aligning the shareholders' and participants' interests and thereby ensure maximum long-term value creation for Mekonomen. Participation in an LTIP requires a personal shareholding in Mekonomen. A grant of shares to the participant in an LTIP requires that the participant continues to be employed in the Mekonomen Group, that the participant's shareholding in Mekonomen remains and that certain financial key ratios and performance targets be achieved.

The Board has proposed the 2018 Annual General Meeting to resolve on a long-term share-based incentive program (LTIP 2018). More information on LTIP 2018 is presented in point 18 of the proposed agenda.

Pension benefits

Pension benefits are paid with an amount based on the Swedish ITP-plan or the corresponding system for employees abroad. The pension qualifying income is the fixed base salary. However, the CEO's pension benefit amounts instead to a maximum of 30 percent of the fixed base salary.

Other benefits and severance terms

A maximum notice period of twelve months applies. Severance pay upon termination from the Company amounts to a maximum of twelve month's salary. The notice period for senior executives, upon notice on their own initiative, is six months.

Other benefits consist mainly of car benefit.

Derogation from the guidelines

The Board is authorized to depart from these guidelines, if in an individual case there are special reasons for doing so.

The guidelines adopted by the 2017 Annual General Meeting have been followed.

Long-term share-based incentive program (LTIP 2018)

The Board proposes that the Annual General Meeting resolves to establish a long-term share-based incentive program (LTIP 2018) for Mekonomen Aktiebolag (publ) ("Mekonomen") and authorizes the Board to resolve on purchases of own shares, and that the Annual General Meeting resolves on transfers of treasury shares in accordance with items (A) and (B) below.

(A) Long-term share-based incentive program

A.1 LTIP 2018 in summary

The fundamental reason for establishing LTIP 2018 is to align the shareholders' interests with the interests of the company management and other key employees to ensure maximum long-term value creation and to encourage a personal shareholding in Mekonomen. In addition, the Board is of the opinion that LTIP 2018 will help Mekonomen to recruit and retain members of the company management and other key employees.

LTIP 2018 comprises a maximum of 16 employees, including the company management in Mekonomen and certain other key employees in the Group. Participation in LTIP 2018 requires a personal shareholding in Mekonomen. After the vesting period, the participants will be allocated shares in Mekonomen free of charge, provided that certain conditions are met. These conditions are linked to continued employment in the Mekonomen Group, a personal shareholding in Mekonomen, and certain financial key ratios and performance targets. The maximum number of shares in Mekonomen that can be allocated under LTIP 2018 shall be limited to 85,000 (including any compensation for dividends), which corresponds to approximately 0.24 per cent of the total number of shares and votes outstanding in the Company.

A.2 Participants in LTIP 2018

LTIP 2018 comprises a maximum of 16 employees, including the company management in Mekonomen and certain other key employees in the Group, divided into two categories. The first category comprises the CEO of Mekonomen ("Category 1") and the other category comprises the company management in Mekonomen excluding the CEO and certain other key employees (15 persons) ("Category 2"). Additional persons who have been recruited but not yet started their employment in the Mekonomen Group at the end of the application period for participation in the program may be invited to participate with the condition of starting their employment.

A.3 Personal investment and vesting period

Participation in LTIP 2018 requires that the participant has a personal shareholding in Mekonomen that is allocated to LTIP 2018 ("Investment Shares"). Investment Shares can either be purchased for LTIP 2018 or be held since previously. The participant in Category 1 can invest a maximum of 2,250 shares in Mekonomen and participants in Category 2 can invest a maximum of 800 shares in Mekonomen. The investment levels correspond to approximately 5-7 per cent of each participant's annual salary before tax. For all categories, each Investment Share entitles to five performance share rights ("Share Rights"). If a participant is in possession of inside information at the time of purchase, purchase of shares to LTIP 2018 shall be made as soon as possible, but not later than 31 December 2018.

A.4 Terms and Conditions for Share Rights

The following terms and conditions shall apply for the Share Rights:

- Share Rights will be granted free of charge a certain time after the Annual General Meeting.
- Share Rights cannot be transferred or pledged.
- Allocation of shares in Mekonomen, if any, shall generally be made within two weeks from the announcement of Mekonomen's interim report for the first quarter of 2021. A precondition for the right to be allocated shares by virtue of the Share Rights is that the participant has not sold

any of his or her Investment Shares and, with certain limited exceptions, that the participant remains employed in the Mekonomen Group until the announcement of Mekonomen's interim report for the first quarter of 2021. Further, allocation of shares requires that certain financial key ratios and performance targets be achieved by Mekonomen in the manner described under item A.5 below.

- To align the participants' interests with the shareholders' interests, Mekonomen will compensate the participants for dividends to shareholders by increasing the number of shares that each Share Right entitles to.

A.5 Performance targets

The Share Rights are divided into Series A and Series B. Of the five Share Rights, the participants receive one Share Right of Series A and four Share Rights of Series B. The number of Share Rights that entitles to allocation of shares depends on the achievement of the financial key ratios and performance targets that apply for the respective series during the financial years 2018–2020 (the "Measurement Period"), as follows:

- Series A* Allocation requires that the total shareholder return¹ (TSR) on Mekonomen's share during the Measurement Period exceeds 0 per cent and that the Group's equity/assets ratio exceeds 40 per cent at the end of each financial year during the Measurement Period.
- Series B* Allocation requires that the total shareholder return² (TSR) on Mekonomen's share during the Measurement Period exceeds 0 per cent and that the Group's equity/assets ratio exceeds 40 per cent at the end of each financial year during the Measurement Period. In addition, allocation requires that certain target levels are achieved relating to growth in earnings per share in Mekonomen during the Measurement Period compared to earnings per share for the financial year 2017. The Board has determined a minimum level and a maximum level for the growth in earnings per share during the Measurement Period. If the degree of achievement is between the minimum and the maximum levels, the outcome will be measured on a linear basis. The Board will adjust the outcome for items affecting comparability and for any effects relating to repurchase of shares in the Company. Mekonomen intends to present the target levels and to what extent these have been achieved after the end of the program.

¹ Including reversed dividends.

² Including reversed dividends.

A.6 Structure and handling

The Board shall be responsible for the more detailed structure and handling of LTIP 2018 within the framework of the stipulated conditions and guidelines. In the event significant changes take place in the Mekonomen Group or its business environment that were to result in the decided-upon conditions for allocation and the opportunity to exercise the Share Rights under LTIP 2018 no longer being practicable, the Board shall have the right to make other adjustments. Before the number of shares that are to be allocated according to the Share Rights is finally determined, the Board shall assess if the outcome of LTIP 2018 is reasonable. This assessment shall be made in relation to Mekonomen's financial result and position, the conditions in the stock market, and in general. If the Board as a result of its assessment finds that the outcome is not reasonable, the Board shall reduce the number of shares to be allocated.

A.7 Scope

The maximum number of shares in Mekonomen that can be allocated under LTIP 2018 shall be limited to 85,000 (including compensation for dividends, if any), which corresponds to approximately 0.24 per cent of the total number of shares and votes in the Company. Based on the more detailed conditions decided by the Board, the number of shares covered by LTIP 2018 shall be subject to adjustment in the event Mekonomen carries out a bonus issue, share split or reverse share split, rights issue or similar measures, while considering customary practice for corresponding incentive programs.

A.8 Hedge measures

The Board has considered two alternative hedge measures for LTIP 2018; either a hedge arrangement (equity swap) with a bank to ensure delivery of shares under LTIP 2018, or a transfer of shares in Mekonomen to entitled participants in LTIP 2018. The Board is of the opinion that the latter alternative is the main alternative. The Board has therefore proposed that the Annual General Meeting resolves to authorize the Board to decide on purchases of own shares and transfers of treasury shares according to item (B) below. Should the Annual General Meeting not approve the Board's proposal according to item (B) below, the Board intends to enter into the above-mentioned hedge arrangement with a bank to ensure the Company's obligation to deliver shares in accordance with the program.

A.9 Scope and costs for the program

The Share Rights cannot be pledged or transferred to others. However, an estimated value of each Share Right can be calculated. The Board has estimated the average value of each Share Right to SEK 100.40. The estimate is based on the closing price of the Mekonomen share on 16 March 2018 (SEK 143.00). The annual cost for LTIP 2018 is estimated to approximately MSEK 2.2 (including costs for social security contributions of approximately MSEK 1.0), based on the assumptions of an average achievement of the performance targets of 50 per cent, an annual employee turnover of 10 per cent, an annual increase in the share price by 10 per cent, and average social security contributions of 33 per cent. With an assumption of achievement of the performance targets of 100 per cent, the annual cost is instead expected to approximately MSEK 3.1 (including costs for social security contributions of approximately MSEK 1.3), which, on an annual basis, corresponds to approximately 0.2 per cent of Mekonomen's total personnel costs for the financial year 2017. The costs will be booked as personnel costs in the income statement over the vesting period in accordance with IFRS 2 Share-based Payment. Social security contributions will be expensed in the income statement in accordance with Swedish Financial Accounting Board Pronouncement UFR 7 during the vesting period. The size of these costs will be calculated based on Mekonomen's share price growth during the vesting period and the allocation of Share Rights.

A.10 Effects on important key ratios

On a pro forma basis for 2017, an annual cost of MSEK 2.2 for LTIP 2018 corresponds to a negative effect of approximately 0.04 percentage points on Mekonomen's operating margin and a decrease in earnings per share by approximately SEK 0.04. However, the Board believes that the positive effects on Mekonomen's financial results that are expected to arise through an increase in the participants' shareholdings and the opportunity for additional allocation of shares under the program exceed the costs related to LTIP 2018.

A.11 Drafting of the proposal

LTIP 2018 has been prepared by Mekonomen's Remuneration Committee and was drafted in consultation with external advisors.

A.12 Other incentive programs in Mekonomen

There are no other share-based incentive programs in effect in Mekonomen. For a description of Mekonomen's other remuneration programs, please see the Company's website and annual report for 2017.

A.13 The Board's proposal for decision

In reference to the description above, the Board proposes that the Annual General Meeting votes in favor of LTIP 2018.

A.14 Majority requirement

The Board's proposal for decision to introduce LTIP 2018 requires that the decision is approved by shareholders representing more than half of the votes represented at the Annual General Meeting.

(B) Authorization for the Board of Directors to resolve on purchases of own shares and resolution on transfers of treasury shares

The Board's proposal for a resolution to authorize the Board to resolve on purchases of own shares and proposal for resolution on transfers of treasury shares in accordance with the description below are conditional upon the Annual General Meeting first voting in favor of LTIP 2018 in accordance with item (A) above.

B.1 Purchases of own shares

The Board proposes that the Annual General Meeting resolves to authorize the Board to, on one or more occasions during the period up until the next Annual General Meeting, resolve on purchases of own shares in accordance with the following:

- Purchases may be made of a maximum of 85,000 shares.
- Purchases of shares shall be made on Nasdaq Stockholm and at a price per share that is within the registered price interval at any given time (the spread), i.e., the interval between the highest buying price and the lowest selling price and in observance of the rules that apply at any given time in Nasdaq Stockholm's Rule Book for Issuers. However, for purchases that are made by a brokerage under assignment by the Company, the price of the shares may correspond to a volume-weighted average price during the period during which the shares were purchased, even if the volume-weighted average price on the day the shares were relinquished to the Company is outside of the price interval.
- Payment for the shares shall be made in cash.
- Purchases may be made for the purpose of securing the Company's obligations arising out of LTIP 2018 and any other share-based incentive programs that may exist pursuant to a resolution by a general meeting of shareholders.

B.2 Transfers of treasury shares to participants in LTIP 2018

The Board proposes that the Annual General Meeting resolves to transfer shares in the Company as follows:

- A maximum of 85,000 shares in Mekonomen may be transferred (or such higher number of shares that may follow from a recalculation resulting from a bonus issue, split, rights issue or similar measure).
- The shares may be transferred to participants in LTIP 2018 who, according to the terms for LTIP 2018, are entitled to receive shares.
- Transfers of shares shall be made at the point in time and in accordance with the other conditions that the participants in LTIP 2018 are entitled to be allocated shares.

The reason for the deviation from the shareholders' preferential rights is that the transfer of shares is part of the execution of LTIP 2018. Therefore, the Board is of the opinion that it is beneficial to the Company to transfer shares in accordance with the proposal.

B.3 Special majority requirement

In order for a resolution by the Annual General Meeting to be valid with respect to item (B), the resolution must be approved by shareholders with a minimum of nine-tenths of the votes and shares represented at the Annual General Meeting.

Employees' acquisition of shares in subsidiaries

The Board proposes the 2018 Annual General Meeting to adopt the following.

The Mekonomen Group contains wholly and partly owned Swedish and non-Swedish companies which operate Mekonomen stores throughout the Nordic region, so-called store companies. The partners in these store companies are, alongside companies in the Mekonomen Group, the store manager in the store company. The Mekonomen Group also contains wholly and partly owned Swedish and non-Swedish companies which operate Mekonomen workshops, so called workshop companies (in addition to the workshops which are part of the Mekonomen network as independent businesses). The partners in these partly owned workshop companies are, alongside the Mekonomen Group, the manager in the workshop company.

Mekonomen deems it important that the store managers and workshop managers employed by the Mekonomen Group have an interest in the long-term financial development of the said companies.

With the purpose of increasing the long-term commitment among the store managers and workshop managers also in the wholly owned companies and to increase their interest in the proceeds of the stores and workshops, the Board proposes that the Annual General Meeting decides that the employed store and workshop managers in the wholly owned companies shall be entitled to acquire shares in the relevant company through the purchase of existing shares, in order to make such managers partners in the store or workshop companies.

The thus acquired shares may amount to a maximum of nine (9) percent of the total shares in each company. The Mekonomen Group will thus hold shares corresponding to at least 91 percent.

The acquisitions shall be made at market value. Payment for such shares shall be made in cash. The acquisitions shall be completed prior to the 2019 Annual General Meeting.

As a result of the resolution adopted by the 2017 Annual General Meeting on the corresponding matter, three store managers and one work shop manager have become shareholders in their respective companies. The Board believes that store and work shop managers should be offered to acquire shares in the company in which they are employed during 2018/2019, in accordance with the principles which were adopted by the 2017 Annual General Meeting.

The Mekonomen Group currently contains 51 wholly owned store companies which operate 228 stores and 33 partly owned companies which operate 35 stores. The Mekonomen Group currently contains 25 wholly owned companies which operates 31 workshops and 12 partly owned companies which operate 14 workshops.

Authorization of the Board to issue shares

The Board proposes that the 2018 Annual General Meeting resolve to adopt the following.

The Board is authorized, for the time period until the next Annual General Meeting, at one or several occasions, with preferential rights for the shareholders, or with deviation from shareholder preferential rights, to resolve upon new issues of a maximum of 3,590,149 shares.

Such decision on new issue may include provisions that payment, in addition to cash payment, may be made in kind, through set-off or as else is set forth in chapter 13 paragraph 5 section 1 item 6 of the Swedish Companies Act.

The purpose of the proposal is to enable Mekonomen to issue shares as payment in relation to acquisitions of companies or parts of companies and/or of assets, which the Board deems to add value to the business of the Mekonomen Group, and to be able to raise capital for such acquisitions.

The subscription price for shares in a new issue made under the authorization and which is made without the shareholders' preferential rights shall be market-based. The Board is authorized to further resolve upon other terms.

The Board, the CEO or any person empowered by the Board, is further authorized to make minor amendments to the resolutions set out above to the extent necessary in connection with the filing of requisite documents with the Swedish Companies Registration Office.