

Notice of Extraordinary General Meeting of Mekonomen Aktiebolag

Notice of the Extraordinary General Meeting of Mekonomen Aktiebolag (publ), corporate identity number 556392-1971, to be held on Wednesday 26 September 2018 at 3.30 p.m. CET in the premises of the Company's offices at Solnavägen 4 10th floor, SE-104 32 Stockholm, Sweden. Registration for the Extraordinary General Meeting will open at 2.30 p.m.

Participation

A shareholder wishing to attend must:

- be recorded as a shareholder in the shareholder register maintained by Euroclear Sweden AB on Thursday, 20 September 2018, and
- give notice of attendance to the Company no later than Thursday, 20 September 2018.

Notice of attendance may be given in writing to Mekonomen Aktiebolag, "Extraordinary General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or by telephone +46 (0)8-402 90 47 on weekdays between 9 a.m. and 4 p.m. CET. Shareholders who are natural persons also have the option to notify their attendance via the Company's website, www.mekonomen.com. Notification must include the shareholder's name, personal identity number or corporate identity number, address, telephone number, and the number of assistants accompanying the shareholder, if any.

Shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of attendance, temporarily register their shares in their own names in the shareholder register (so-called voting right registration) in order to be able to participate in the Extraordinary General Meeting. Such registration must be executed by Thursday, 20 September 2018, and should be requested at the bank or nominee well in advance of this date.

Shareholders who participate via proxy or representative should send authorization documents (power of attorney and/or certificate of registration) to the Company at the address above well in advance of the Extraordinary General Meeting. Proxy forms are available on Mekonomen's website: www.mekonomen.com.

Proposed agenda

1. Opening of the Extraordinary General Meeting.
2. Election of a chair to preside over the Extraordinary General Meeting.
3. Preparation and approval of voting register.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes of the Extraordinary General Meeting.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Resolution regarding:
 - A. amendment of the articles of association

B. rights issue of shares

8. Closing of the Extraordinary General Meeting.

Proposed resolutions

Item 2 – Election of chair

Mekonomen's Nomination Committee proposes Helena Skåntorp as chairman of the Extraordinary General Meeting.

Item 7 - The Board of Directors' proposal for resolution on amendment of the articles of association and to approve the Board of Directors' resolution on a rights issue of shares

As stated below, the Board of Directors of Mekonomen proposes that the Extraordinary General Meeting resolves to approve the resolution by the Board of Directors made on 24 August 2018 regarding a share issue with preferential rights for the company's shareholders. The intention is that the rights issue shall raise total issue proceeds of approximately SEK 1,650m, prior to issue costs, assuming that the rights issue is fully subscribed.

To enable the implementation of the rights issue, it is proposed that the Extraordinary General Meeting also resolves to change the limits on the number of shares and the share capital in the articles of association.

A. Proposal on resolution on amendment of the articles of association

In order to enable the rights issue resolved by the Board of Directors in accordance with item 7 B below, subject to approval by the Extraordinary General Meeting, the Board of Directors proposes that the limits of the share capital and the number of shares set out in the articles of association (Section 3) are changed to minimum SEK 100,000,000 and maximum SEK 400,000,000, and minimum 40,000,000 shares and maximum 160,000,000 shares, respectively. Section 3 of the articles of association will thereby have the following wording:

"The share capital of the company shall be minimum SEK 100,000,000 and maximum SEK 400,000,000. The minimum number of shares shall be 40,000,000 and the maximum number of shares shall be 160,000,000."

B. Resolution on new issue of shares

The Board of Directors proposes that the Extraordinary General Meeting approves the resolution by the Board of Directors made on 24 August 2018 on a new share issue of shares with preferential rights for the company's shareholders of approximately SEK 1,650m on the following terms:

1. The Board of Directors, or whomever the Board of Directors may appoint among its members, is authorised to resolve, no later than five business days before the record date, on the maximum amount by which the share capital shall be increased, the maximum number of shares to be issued, the number of existing shares that shall entitle to subscription for a certain number of new shares and the subscription price per new share.
2. The company's shareholders shall have pre-emptive rights to subscribe for the new shares in proportion to the shares previously owned.
3. The record date for entitlement to participate in the rights issue with pre-emptive right shall be 1 October 2018.

4. If not all of the shares are subscribed for by exercise of subscription rights, the Board of Directors shall, up to the maximum amount of the share issue, resolve on allotment of shares subscribed for without the exercise of subscription rights, where in such case allotment shall be made in the following order:
 - a. Those who have subscribed for new shares by the exercise of subscription rights (irrespective of whether or not they were shareholders on the record date) pro rata in relation to the number of new shares subscribed for by exercise of subscription rights.
 - b. Others who have notified the company of their interest in subscribing for shares without the exercise of subscription rights, pro rata in relation to such declared interest.
 - c. Those who have undertaken to guarantee the subscription of new shares.

To the extent allotment according to the above cannot be made pro rata, allotment shall be made by drawing of lots.

5. Subscription of shares shall be made during the period as from 3 October up to and including 18 October 2018, or, as regards those who have guaranteed the rights issue, up to and including 26 October 2018. The Board of Directors shall be entitled to extend the subscription period.
6. Subscription for shares by exercise of subscription rights shall be made by simultaneous cash payment. Subscription for shares without subscription rights shall be made on a separate subscription list and any allotted shares shall be paid in cash no later than three banking days from dispatch of the contract note to the subscriber setting forth the allotment of shares.
7. The new shares shall be entitled to dividends as from the first record date for dividends that occurs after the registration of the new share issue with the Swedish Companies Registration Office.

The Board of Directors, or whomever the Board of Directors may appoint, shall be authorised to make such minor adjustments of the above resolution as may prove necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Documents according to Chapter 13 Section 6 of the Swedish Companies Act has been prepared.

Majority requirement

The resolution of the Extraordinary General Meeting in accordance with items 7 A and B above shall be adopted as a joint resolution. A valid resolution in accordance with the above requires approval of shareholders representing at least two-thirds of the votes cast as well as the shares represented at the meeting.

Shares and votes

The total number of shares in the Company on the day this notice was issued was 35,901,487, with one vote each. The Company does not hold any treasury shares.

Disclosures at the Extraordinary General Meeting

The Board of Directors and the CEO shall, if any shareholder so requests and if the Board of Directors is of the opinion that it can be done without causing material harm to the company, provide disclosures about conditions that may influence an assessment of an item of business on the agenda.

Documents

The Board of Directors' proposals and other documents pursuant to the Swedish Companies Act will be available from the Company, at Solnavägen 4, in Stockholm, and on the Company's website, www.mekonomen.com, no later than three weeks prior to the Extraordinary General Meeting, and will be sent upon request to shareholders who have provided their postal address. Such request can be made by phone to +46 (0)8 402 90 47.

Stockholm, 24 August 2018
Mekonomen Aktiebolag (publ)
The Board of Directors

This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.