

Notice of Annual General Meeting of Mekonomen Aktiebolag

Welcome to the Annual General Meeting (“**AGM**”) of Mekonomen Aktiebolag (publ), corporate identity number 556392-1971, to be held on Thursday, 7 May 2020 at 11 a.m. CET at Norra Latin, Pelarsalen, Barnhusgatan 7B, Stockholm, Sweden. Registration for the AGM will open at 10.30 a.m.

Information due to the corona virus (covid-19)

Information on the precautionary measures being taken by Mekonomen ahead of the 2020 AGM to reduce the spreading of the virus can be found on Mekonomen’s website, www.mekonomen.com. The AGM will, *inter alia*, be held as short as possible and no food or drink will be offered. Mekonomen is closely monitoring the development and requests the shareholders to keep themselves updated via the website where up to date information is made available.

Mekonomen would like to remind shareholders of the possibility of not attending the meeting in person. Instead they can appoint a proxy to vote on their behalf. Shareholders who want to authorize a proxy to vote on their behalf, can find relevant templates at www.mekonomen.com.

Mekonomen may offer shareholders the possibility to vote in advance, through so-called postal voting, if the law proposal that allows postal voting ahead of the AGM enters into force before the AGM. Further information will thus be available at www.mekonomen.com.

Right to attend and notification to the Company

Anyone wishing to attend the AGM must:

- be registered as a shareholder in the shareholder register maintained by Euroclear Sweden AB as of Thursday, 30 April 2020, and
- give notice of attendance to the Company no later than Thursday, 30 April 2020.

Notification may be given in writing to the Company’s address Mekonomen Aktiebolag, “Annual General Meeting”, c/o Euroclear Sweden AB, PO-Box 191, SE-101 23 Stockholm, Sweden, by telephone +46 (0)8-402 90 47, weekdays between 9 a.m. and 4 p.m. CET, or 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 AGM. Such registration must be executed by Thursday, 30 April 2020, 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 AGM. Proxy forms are available on Mekonomen’s website, www.mekonomen.com.

Proposed agenda

1. Opening of the AGM.
2. Election of a Chair to preside over the AGM.
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 AGM.
6. Determination of whether the AGM has been duly convened.
7. 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.
8. CEO’s address.

9. Resolution on adoption of the income statement and balance sheet and of the consolidated income statement and consolidated balance sheet.
10. Resolution on discharge of the directors and president from liability.
11. Resolution on appropriation of the Company's result in accordance with the adopted balance sheet.
12. Resolution on the number of directors and deputy directors to be elected by the AGM.
13. Resolution on directors' fees and auditor's fees.
14. Election of the Board of Directors, Chairman of the Board, and any deputy directors.
15. Election of auditor.
16. Resolution on guidelines for remuneration of senior executives.
17. Resolution on a long-term share-based incentive program.
18. Resolution on employee's acquisition of shares in subsidiaries.
19. Resolution on authorization of the Board to issue new shares.
20. Resolution on amendments to the Articles of Association.
21. Closing of the AGM.

Recommendations for decisions

Point 2 – AGM Chair

Mekonomen's Nomination Committee ahead of the 2020 AGM consists of John S. Quinn (Committee Chair, LKQ Corporation), Kristian Åkesson (Didner & Gerge Fonder), Arne Lööw (Fjärde AP-fonden) and Caroline Sjösten (Swedbank Robur Fonder). Mekonomen's Board member Helena Skåntorp is co-opted member of the Nomination Committee.

The Nomination Committee proposes Helena Skåntorp as Chairman of the AGM.

Point 11 – Appropriation of the result

The Board recommends that no dividend for the financial year 2019 is to be paid and that the earnings at the disposal of the AGM shall be carried forward to a new account.

Point 12 – Number of directors

The Nomination Committee proposes that the Board shall have seven meeting-elected directors without deputies (unchanged).

Point 13 – Directors' fee and auditor's fee

The Nomination Committee proposes that the following fees be paid to the directors and auditor:

- SEK 620,000 to the Chairman of the Board (620,000), SEK 400,000 to the Vice Chairman (400,000) and SEK 300,000 to each of the other directors appointed by the AGM (300,000),
- for committee work, SEK 120,000 to the Chairman of the Audit Committee (120,000) and SEK 50,000 to each of the other members of the Audit Committee (50,000), and SEK 45,000 to the Chairman of the Remuneration Committee (45,000) and SEK 25,000 to each of the other members of the Remuneration Committee (25,000), and
- auditor's fees in accordance with approved account.

Point 14 – Election of the Board of Directors and Chairman of the Board

The Nomination Committee proposes:

- re-election of directors Eivor Andersson, Kenny Bräck, Joseph M. Holsten, Magnus Håkansson, John S. Quinn, Helena Skåntorp and Arja Taaveniku, and
- re-election of John S. Quinn as Chairman of the Board.

Information on the individual proposed by the Nomination Committee as directors is available on Mekonomen's website, www.mekonomen.com.

Point 15 – Election of auditor

The Nomination Committee proposes re-election of the auditing firm PricewaterhouseCoopers AB as the Company's auditor for the period until the end of the 2021 AGM. The auditing firm has informed the Company that Linda Corneliusson will be the auditor in charge, if re-elected. The proposal is in accordance with the Audit Committee's recommendation.

Point 16 – Guidelines for remuneration of senior executives

The Board proposes that the 2020 AGM decides on the following guidelines for remuneration to senior executives to apply until the 2024 AGM at the latest.

The guidelines comprise the CEO and other members of Mekonomen's Group Management (referred to as the "senior executives"). The Group Management currently consists of six persons, but the number may vary over time.

The guidelines apply to agreements entered into after the resolution by the 2020 AGM and where amendments are made to existing agreements after that time.

The guidelines promotion of the Company's business strategy, long-term interests and sustainability

Mekonomen Group's overall strategy is to grow with good profitability. The strategy is based on the three main areas of customer focus, leveraging economies of scale and continuous development of our business to be able to offer our customers solutions for an easier and more affordable car life. In all areas, sustainability should be regarded as highly important. Mekonomen strive towards UN 17 Sustainability goals, of which three are considered as more essential for Mekonomen: No. 7, Ensure access to affordable, reliable, sustainable and modern energy for all, No. 8, Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all and No 12, Ensure sustainable consumption and production patterns. For more information regarding the Company's business strategy, please see www.mekonomen.com.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that Mekonomen can recruit and retain qualified employees with the right skills. The remuneration must therefore be in line with market terms and be competitive. The objective of the guidelines is to enable such remuneration, but also to link the total remuneration to Mekonomen's business strategy and long-term interests, including its sustainability. This is done by the target setting in short-term variable programs, as well as in any long-term share-based program.

Remuneration forms

Mekonomen shall offer competitive remuneration that is based on the importance of work duties, the employee's competence, experience and performance. The remuneration to senior executives consists of fixed base salary, variable remuneration, pension benefits, other benefits and severance terms. In addition, senior executives can be offered long-term share-based incentive programs resolved by the General Meeting.

Fixed base salary

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

Short-term variable remuneration

In addition to the fixed base salary, Mekonomen may offer short-term variable cash remuneration which shall be linked to measurable criteria such as net sales, adjusted EBIT and cash flow. The criteria shall be designed to promote the Company's business strategy and long-term interest,

including its sustainability. The criteria shall be determined annually by the Remuneration Committee, or by the Board in relation to the CEO. The measurement period is one year. To what extent the criteria are met is evaluated and determined when the measurement period has ended. The short-term variable compensation is capped at a certain percentage of the fixed base annual salary. The percentage is linked to the position of the individual and varies between 33 and 60 percentage points for senior executives.

Long-term share-based incentive programs

Senior executives can be offered long-term share-based incentive programs resolved by the General Meeting.

At the 2019 AGM it was decided to implement a long-term share-based incentive programme. The programme is structured for the purpose of aligning the shareholders' and participants' interests and thereby ensure maximum long-term value creation for Mekonomen. Participation requires a personal shareholding in Mekonomen. A grant of shares to the participant requires that the participant continues to be employed in the Mekonomen Group, that the participant's shareholding in Mekonomen remains during the vesting period of three years and that certain financial key ratios and performance targets be achieved. The targets used have a clear connection to the Company's business strategy and long-term interests, including its sustainability.

Pension benefits and other benefits

The terms for pension benefits for senior executives shall comply with or correspond to the Swedish ITP-plan, or the corresponding system for employees abroad. The CEO's pension benefit may instead amount to a maximum of 30 percent of the fixed base salary. The pension qualifying income is the fixed base salary. The normal retirement age shall be 65.

Other benefits may include health insurance and car benefit.

Notice period and severance terms

In case where the Company serves notice, a maximum notice period of twelve months applies. Severance pay upon termination from the Company may be payable in an amount corresponding to a maximum of twelve month's salary, in addition to salary during the notice period. The notice period upon notice by a senior executive is between six and twelve months.

Salary and employment conditions for employees

In the preparation of the Board's proposal for these guidelines, salary and employment conditions for employees of the Company have been considered by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Board has established a Remuneration Committee. The remuneration to the senior executives shall be decided by the Remuneration Committee. The remuneration to the CEO shall however be decided by the Board in its entirety. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the senior executive, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company.

The Remuneration Committee's tasks include preparing the Board's decision to propose guidelines for senior executive remuneration. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the AGM. The guidelines shall apply until new guidelines are adopted by the AGM. The CEO and other members of the senior executive do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The Board may temporarily derogate from these guidelines, in whole or in part, if in an individual case there are special reasons for doing so and where the derogation is necessary to serve the Company's long term-interest, including sustainability, or assure its viability.

Other

There have not been any material changes in the guidelines proposed to the 2020 AGM in relation to those approved by the 2019 AGM.

Point 17 – Long-term share-based incentive program (LTIP 2020)

The Board proposes that the AGM resolves to establish a long-term share-based incentive program (LTIP 2020) for Mekonomen Aktiebolag (publ) ("Mekonomen") in accordance with the following. The structure of the program is, in all essential respects, in accordance with the program resolved by the 2019 AGM, but that a larger group of employees are invited to participate in the program and with certain changes regarding the performance targets.

1.1 LTIP 2020 in summary

The fundamental reason for establishing LTIP 2020 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 2020 will help Mekonomen to recruit and retain members of the Company management and other key employees.

LTIP 2020 comprises of approximately 30 employees, including the Group Management in Mekonomen and certain other key employees in the Group. Participation in LTIP 2020 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 that certain financial key ratios and performance targets are met. The maximum number of shares in Mekonomen that can be allocated under LTIP 2020 shall be limited to 255,000 (including any compensation for dividends), which corresponds to approximately 0,45 percent of the total number of shares and votes outstanding in the Company.

1.2 Participants in LTIP 2020

LTIP 2020 comprises approximately 30 employees, including the members of the Group Management in Mekonomen, members of the management teams of Mekonomen's subsidiaries, and certain other key employees in the Group, divided into four categories. The first category comprises the CEO of Mekonomen ("Category 1"), the second category comprises members of Mekonomen's Group Management excluding the CEO (five persons) ("Category 2"), the third category comprises of certain members of the management teams of Mekonomen's subsidiaries (approximately 12 persons) ("Category 3") and the fourth category comprises of certain selected key employees (approximately 12 persons) ("Category 4"). 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 (whereby the number of persons in the various categories may be adjusted).

1.3 Personal investment and vesting period

Participation in LTIP 2020 requires that the participant has a personal shareholding in Mekonomen that is allocated to LTIP 2020 ("Investment Shares"). Investment Shares can either be purchased for LTIP 2020 or be held since previously (provided that they have not already been allocated to another incentive programme already in progress). The participant in Category 1 can invest a maximum of 5,000 shares in Mekonomen, the participants in Category 2 can invest a maximum of 3,000 shares, participants in Category 3 can invest a maximum of 1,200 shares in Mekonomen and participants in

Category 4 can invest a maximum of 800 shares in Mekonomen. The investment levels correspond to approximately 8-15 percent 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 2020 shall be made as soon as possible, but not later than 31 December 2020.

1.4 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 AGM.
- 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 2023. 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 2023. Further, allocation of shares requires that certain financial key ratios and performance targets be achieved by Mekonomen in the manner described under item 1.5 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.

1.5 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 as follows:

Series A Allocation requires that the total shareholder return¹ (TSR) on Mekonomen's share shall exceed 0 % during the period 1 April 2020 – 31 March 2023.

Series B Allocation requires that the total shareholder return² (TSR) on Mekonomen's share shall exceed 0 % during the period 1 April 2020 – 31 March 2023. In addition, allocation requires that certain target levels are achieved relating to decrease of Net Debt/EBITDA³ and growth in adjusted EBIT⁴ for the financial years 2020-2022. The Board has determined a minimum level and a maximum level for each performance target. If the degree of achievement is between the minimum and the maximum levels, the outcome will be measured on a linear basis. 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.

³ Excluding IFRS 16.

⁴ Reported EBIT adjusted for non-off items and goodwill amortization in Mekonomen AB.

1.6 Structure and handling

The Board shall be responsible for the more detailed structure and handling of LTIP 2020 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 2020 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 2020 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.

1.7 Scope

The maximum number of shares in Mekonomen that can be allocated under LTIP 2020 shall be limited to 255,000 (including compensation for dividends, if any), which corresponds to approximately 0.45 percent 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 2020 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.

1.8 Hedge measures

The Company intends to enter into an equity swap agreement with a bank to ensure the delivery of shares under the LTIP 2020, according to which the bank in its own name shall be able to purchase and transfer shares in Mekonomen to the participants in accordance with LTIP 2020.

1.9 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 32.70. The estimate is based on the closing price of the Mekonomen share on 24 March 2020 (SEK 43.00). The annual cost for LTIP 2020 is estimated to approximately MSEK 1.6 (including costs for social security contributions of approximately MSEK 0.5, and administration costs for transferring shares through an equity swap agreement estimated to MSEK 0.4), based on the assumptions of an average achievement of the performance targets of 50 percent, an annual employee turnover of 10 percent, an annual increase in the share price by 10 percent, and average social security contributions of 30 percent. With an assumption of achievement of the performance targets of 100 percent, the annual cost is instead expected to approximately MSEK 2.6 (including costs for social security contributions of approximately MSEK 0.9, and administration costs for transfer of shares through an equity swap agreement are estimated to MSEK 0.4), which, on an annual basis, corresponds to approximately 0.1 percent of Mekonomen's total personnel costs for the financial year 2019. 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.

1.10 Effects on important key ratios

On a pro forma basis for 2019, an annual cost of MSEK 1.6 for LTIP 2020 corresponds to a negative effect of approximately 0.01 percentage points on Mekonomen's operating margin and a decrease in earnings per share by approximately SEK 0.02. 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 2020.

1.11 Drafting of the proposal

LTIP 2020 has been prepared by Mekonomen's Remuneration Committee and was drafted in consultation with external advisors.

1.12 Other incentive programs in Mekonomen

For a description of Mekonomen's other share-based incentive programs, please see the Company's website and annual report for 2019.

1.13 The Board's proposal for decision

In reference to the description above, the Board proposes that the AGM votes in favor of LTIP 2020.

1.14 Majority requirement

The Board's proposal for decision to introduce LTIP 2020 requires that the decision is approved by shareholders representing more than half of the votes represented at the AGM.

Point 18 – Employees' acquisition of shares in subsidiaries

The Board proposes the 2020 AGM 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 AGM 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 proposal covers a maximum of ten store or workshop companies.

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 2021 AGM in Mekonomen Aktiebolag (publ).

As a result of the resolution adopted by the 2019 AGM on the corresponding matter, one store manager has become shareholder the relevant the company. The Board believes that store and workshop managers should be offered to acquire shares in the company in which they are employed during 2020/2021, in accordance with the principles which were adopted by the 2019 AGM.

The Mekonomen Group currently contains 21 wholly owned store companies which operate 363 stores and 29 partly owned companies which operate 34 stores. The Mekonomen Group currently contains 40 wholly owned companies which operates 67 workshops and 9 partly owned companies which operate 15 workshops.

Point 19 - Authorization of the Board to issue shares

The Board proposes that the 2020 AGM resolve to adopt the following.

The Board is authorized, for the time period until the next AGM, 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 5,641,662 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 authorization 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.

A new issue made under the authorization and which is made without the shareholders' preferential rights shall take place on market 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.

Point 20 – Amendments to the Articles of Association

The Board of Directors proposes that the 2020 AGM resolves to amend paragraphs (§§) 1, 11 and 12 of the Articles of Association due to certain changes to statutory law.

Please note that the proposed amendment of § 1 does not affect the English unofficial translation of the Articles of Association.

Paragraph 1

Current wording

“The registered name of the Company is MEKONOMEN AKTIEBOLAG. The company is a limited liability company (publ).”

Proposed wording

“The *registered name* of the Company is MEKONOMEN AKTIEBOLAG. The company is a limited liability company (publ).”

Paragraph 11, section 2, sentences 2 and 3

Current wording

“Shareholders who wish to participate in the business of a General Meeting must be registered in the transcript or other presentation of the entire share register pertaining to the conditions prevailing five working days prior to the Meeting and notify the company of their intention to attend the Meeting not later than 4:00 p.m. on the day stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than five working days before the Meeting.”

Proposed wording

“In order to participate at a General Meeting, a shareholder must notify the company not later than the date specified in the notice convening the General Meeting. This day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve, New Year's Eve and must not fall earlier than the fifth weekday prior to the meeting.”

Paragraph 12

Current wording

“The shares of the company must be registered in a central securities depository register pursuant to the Financial Instruments Accounts Act (1998:1479).”

Proposed wording

The shares of the company must be registered in a central securities depository register pursuant to the *Swedish Central Securities Depositories and Financial Instrument Accounts Act (1998:1479)*.

Special majority requirements

A resolution in accordance with point 18 requires support of shareholders with at least nine-tenths of the number of votes and shares represented at the AGM to be valid. A resolution in accordance with points 19 and 20 requires support of shareholders with at least two-thirds of the number of votes and shares represented at the AGM to be valid.

Documents

The Board's and Nomination Committee's proposals and other documents pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be available from the Company, at Solnavägen 4, in Stockholm, and on the Company's website, www.mekonomen.com, not later than three weeks before the AGM, 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.

Shares and votes

The total number of shares in the Company on the day this notice was issued was 56,416,662, with one vote each, of which the Company owns 93,250 treasury shares that may not be represented at the AGM.

Disclosures at the AGM

The Board and CEO shall, if any shareholder so requests and if the Board 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, conditions that may influence an assessment of the Company's or a subsidiary's financial situation, and/or the Company's relationship to other Group companies.

Processing of personal data

For information about how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, April 2020
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.