

Minutes of the Annual General Meeting
of shareholders of Mekonomen
Aktiebolag (publ), Corp. Reg. No.
556392-1971 at Quality Hotel Globe at
Arenaslingan 7, Stockholm, Tuesday,
20 April 2010 at 3:00 p.m.

1

The Chairman of the Board, Fredrik Persson, opened the Annual General Meeting and welcomed those present.

2

In accordance with the proposal of the Nomination Committee, represented by its Chairman Göran Ennerfelt, Fredrik Persson was elected as Chairman of the Annual General Meeting to lead the proceedings.

It was recorded that the Board of Directors assigned Attorney Anders Norlander as secretary for the Annual General Meeting.

3

It was recorded that all shareholders included in the enclosed list (Appendix 1) were registered in the shareholders' register on 14 April 2010, representing the listed shareholdings registered to participate in the Annual General Meeting within the prescribed time and that they also, themselves or through listed proxies, were present at the Annual General Meeting.

The list of shareholders present was approved.

It was recorded that the shares and votes represented at the Meeting totalled 21,927,478, or 71.034 per cent of the total number of shares and votes in the company.

It was also recorded that the company's Board, with the exception of two members, the President and company management, representatives of the Nomination Committee and the company's auditor, Deloitte AB, through auditor-in-charge Lars Svantemark, were present.

4

The Board of Directors' proposal for the agenda was approved. (Appendix 2).

5

Pursuant to the proposal of Ellinor Widerström, who represented Axmeko AB, it was resolved that two persons in addition to the Chairman, should be appointed to verify the minutes, and in continued accordance with this proposal, Ellinor Widerström, Peter Nygren and Johan Lannebo were elected to verify the minutes together with the Chairman.

6

The secretary of the Meeting reported that the notice for the meeting was published on 18 March 2010 in the Swedish Official Gazette, on the website of the Swedish Companies Registration Office and in *Dagens Nyheter*, and was also available on the Company's Swedish and English websites and was announced in a press release in Swedish and English.

The Meeting was declared to have been duly convened.

7

It was recorded that the Board of Directors' Annual Report for the Parent Company and the Group as well as the Auditors' Report pertaining to the audit of the Annual Report and the Board's and President's administration during the 2009 financial year had been available at the company since 6 April 2010, were dispatched to all registered shareholders, had also been available on the Company's website as of 24 March 2010 and to shareholders present at registration for the Annual General Meeting.

It was recorded that the Annual Report was deemed to have been submitted in due order.

Authorised Public Accountant Lars Svantemark reported on the audit work in the Company and presented the Auditors' Report and Consolidated Auditors' Report.

8

The President of the Company, Håkan Lundstedt, presented his report on the Company's operations for 2009, whereby he primarily explained the information presented in Appendix 3.

9

Questions from the Annual General Meeting's participants were answered.

10

It was resolved to approve the Income Statement and Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet.

It was reported that the unappropriated funds at the disposal of the Annual General Meeting amounted to SEK 624,604,000.

It was resolved to approve the Board of Directors' and the President's proposal for appropriation of profits and, accordingly, shareholders will receive:

SEK 7 per share	SEK 216,082,000
Profit brought forward	SEK 408,522,000
Total	SEK 624,604,000

It was resolved that Friday, 23 April 2010 would be the record date for entitlement to the dividend and it was recorded that the dividend is expected to be paid by Euroclear Sweden AB on Wednesday, 28 April 2010.

It was also recorded that the Board, in its comments pursuant to Chapter 18, Section 4 of the Swedish Companies Act, found that the proposed dividend was justified with respect to the demands that the operation's type, scope and risks place on the size of the shareholders' equity, also based on the consolidated Group perspective.

It was resolved to grant discharge from liability to Board members and the President for the 2009 financial year, whereby it was recorded that shareholders who were also Board members and/or the President during 2009 refrained from voting on discharge from liability for themselves.

It was recorded that prior to the Annual General Meeting, the company's four largest shareholders appointed a Nomination Committee with the task of preparing proposals for the election of the Chairman of the Annual General Meeting, the number of Board members, the Board's composition and remuneration for the period until the next Annual General Meeting. The Nomination Committee was announced prior to the Annual General Meeting in conjunction with publication of the third quarterly report and consisted of Göran Ennerfelt, Chairman, Maj-Charlotte Wallin, Eva Fraim Pählman and Johan Lannebo. Fredrik Persson was co-opted to the Nomination Committee. The Nomination Committee's proposals were presented by Göran Ennerfelt.

It was resolved in accordance with the Nomination Committee's proposal that the number of Board members comprise seven persons with no deputies.

14

In accordance with a proposal from the Nomination Committee, it was resolved to allocate Board fees totalling SEK 1,360,000, of which SEK 320,000 pertains to fees to the Chairman of the Board, SEK 240,000 to the Deputy Chairman and SEK 160,000 to each Board member elected by the Annual General Meeting, who is not the Chairman or Deputy Chairman and that the fees to the auditor shall be paid as invoiced. It was recorded that the proposed remunerations were unchanged in relation to the preceding year.

15

In accordance with the Nomination Committee's proposal, the following Board members were re-elected for the period up to the end of the next Annual General Meeting:

Antonia Ax:son Johnson

Kenny Bräck

Anders G Carlberg

Wolff Huber

Helena Skåntorp

Marcus Storch and

Fredrik Persson

In accordance with the Nomination Committee's proposal, Fredrik Persson was re-elected Chairman of the Board.

It was recorded that the registered accounting firm, Deloitte AB, with Authorised Public Accountant, Lars Svantemark, was elected as company auditor at the 2007 Annual General Meeting for the period up to the end of the 2011 Annual General Meeting.

16

The Board of Directors presented its proposed guidelines for the appointment of the Nomination Committee ([Appendix 4](#)). It was recorded that the guidelines essentially corresponded to those that were applicable prior to this Annual General Meeting.

It was resolved to adopt the Board's proposed guidelines. The Annual General Meeting made the Board responsible for convening the Nomination Committee.

17

The Board presented its proposal for the principles for remuneration and other employment conditions for company management in accordance with (Appendix 5).

It was resolved to adopt the proposed principles.

18

In accordance with Chapter 16, Section 4 of the Swedish Companies Act, the Annual General Meeting approved the Board's proposal, (Appendix 5), to transfer shares to employees of the company.

A resolution on this matter is only valid if it has the support of not less than nine-tenths of the listed votes and the shares that are represented at the Annual General Meeting. It was recorded that the requisite majority supported the resolution.

19

It was recorded that there were no other issues to be addressed by the Annual General Meeting.

20

Fredrik Persson extended the Annual General Meeting's gratitude to the company's employees for their prolific work in the past year, wished the company continued success in 2010 and declared the 2010 Annual General Meeting closed.

Minutes recorded by:

(duly signed)

Anders Norlander

Verified by:

(duly signed)

Fredrik Persson

(duly signed)

Peter Nygren

(duly signed)

Johan Lannebo

