

Notice of annual general meeting of Mekonomen Aktiebolag

The shareholders of Mekonomen Aktiebolag (publ), reg. no. 556392-1971, are hereby given notice of the annual general meeting on Friday, 7 May 2021.

Due to the corona pandemic, the board has decided that the meeting 2021 should be held without physical presence of shareholders, representatives or third parties and that the shareholders should be able to exercise their voting rights only by post before the meeting. Information of the resolutions that the meeting will resolve will be disclosed on 7 May 2021 when the outcome of the postal voting has been finally confirmed.

A recording with CEO Pehr Oscarson will be available on www.mekonomen.com, on 7 May 2021.

Participation at the meeting

Shareholders who wish to attend the meeting by postal voting must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday, 29 April 2021, and
- give notice of attendance by submitting a postal vote in accordance with the instructions under the section "Postal voting" below in such time that the postal vote is received by Euroclear Sweden AB no later than Thursday, 6 May 2021. Notification to the meeting can only be made by submitting the postal vote.

To be entitled to participate in the annual general meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the general meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Thursday 29 April 2021 (so-called voting rights registration). Such registration may be temporary and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as decided by the nominee. Voting rights that have been made by the nominee no later than Monday 3 May 2021 will be taken into account in the shareholder register.

Postal voting

Shareholders may only exercise their voting rights at the meeting by voting in advance, so called postal voting, according to section 22 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations. A special form must be used for the postal vote. The form is available on www.mekonomen.com. The form for postal voting is valid as notification to the meeting.

Completed and signed form for postal voting can be sent by mail to Mekonomen AB, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or by e-mail to GeneralMeetingService@euroclear.com. Completed and signed form must be received by Euroclear Sweden AB no later than 6 May 2021. Shareholders who are natural persons can cast a postal vote electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy/>. Such electronic votes must be submitted no later than 6 May 2021.

Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and <https://anmalan.vpc.se/EuroclearProxy/>.

If the shareholder votes by proxy, a written and dated power of attorney, signed by the shareholder, must be attached to the postal voting form, as well as other authorization documents. A proxy form is available on www.mekonomen.com.

Proposed agenda

1. Election of a chairman of the meeting.
2. Election of two persons to verify the minutes.
3. Preparation and approval of voting register.
4. Approval of the agenda.
5. Determination of whether the meeting has been duly convened.
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.
7. Resolution on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
8. Resolution on discharge of the directors and CEO from liability.
9. Resolution concerning disposition of the company's result in accordance with the adopted balance sheet.
10. Determination of the number of directors and deputy directors.
11. Determination of fees to the board and the auditor.
12. Election of the board members and chairman.
13. Election of auditor.
14. Resolution on guidelines for remuneration of senior executives.
15. Presentation and approval of the board's remuneration report.
16. Resolution on a long-term share-based incentive program (LTIP 2021).
17. Resolution on authorization to issue new shares.
18. Resolution on amendments to the articles of association.

Proposals

Item 1 – Election of a chairman of the meeting

The nomination committee proposes Malin Tiberg, member of the Swedish Bar Association, as chairman of the meeting, or in her absence, any person appointed by the nomination committee.

Item 2 - Election of two persons to verify the minutes

The board proposes that Arne Lööw, representing Fjärde AP-fonden, and Kristian Åkesson, representing Didner & Gerge Fonder, are elected to verify the minutes, or in the absence of one or both of them, any person or persons appointed by the board. The assignment to verify the minutes also include checking the voting register and that the received postal votes are correctly reflected in the minutes of the meeting.

Item 3 - Preparation and approval of voting register

The voting register proposed to be approved is the voting register prepared by Euroclear Sweden AB, based on the general meeting shareholder register, and received postal votes, controlled by the persons assigned to verify the minutes.

Item 9 - Appropriation of the result

The board recommends that no dividend for the financial year 2020 is to be paid and that the earnings at the disposal of the meeting shall be carried forward to a new account.

Item 10 – Determination of the number of directors and deputy directors

The nomination committee proposes that the board shall consist of seven (7) meeting-elected members and no deputy members (unchanged).

Item 11 – Determination of fees to the board and the auditor

The nomination committee proposes that the following fees be paid to the directors and auditor:

- SEK 650 000 to the chairman of the board (620,000), SEK 420 000 to the vice chairman (400,000) and SEK 315 000 to each of the other directors appointed by the meeting (300,000),
- for committee work, SEK 125 000 to the chairman of the audit committee (120,000) and 55 000 to each of the other members of the audit committee (50,000), and SEK 50 000 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.

Item 12 – Election of the board members and chairman

The nomination committee proposes:

- re-election of directors Eivor Andersson, Kenny Bräck, Joseph M. Holsten, Magnus Håkansson and Helena Skåntorp,
- election of Robert M. Hanser and Michael Løve as new directors of the Board, and
- election of Robert M. Hanser as chairman of the board.

The chairman of the board John S. Quinn and the director Arja Taaveniku have declined re-election.

Information on the individuals proposed is presented more in detail on www.mekonomen.com.

Item 13 – 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 annual general meeting 2022. 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.

Item 14 – Resolution on Guidelines for remuneration of senior executives

The Board proposes that the annual general meeting 2021 decides on the following guidelines for remuneration to senior executives to apply until the annual general meeting 2025 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 annual general meeting 2021 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's overall strategy is to grow with good profitability. Mekonomen vision: to be an enabler for mobility – today, tomorrow and in the future. The strategy is based on the four focus areas operational excellence, concept development, create customer solutions, new revenue streams. Sustainability is an important part of Mekonomen strategy and with the goal to be in the forefront in our industry by meeting new technology, new competition, new behaviours, and new expectations on us. To be relevant in the future Mekonomen Group is focusing on people, planet and profit. For more information regarding the strategy, please see www.mekonomen.com.

A prerequisite for the successful implementation of the strategy and safeguarding of its long-term interests, 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 strategy and long-term interests. 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, as well as sustainability targets and individual performance targets. The criteria shall be designed to promote the Company's strategy and long-term interest.

The criteria shall be determined annually by the Remuneration Committee and 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 annual general meeting 2019 and 2020, it was decided to implement a long-term share-based incentive programme. The programmes are 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.

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 annual general meeting. The guidelines shall apply until new guidelines are adopted by the annual general meeting. 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.

Potential material changes to the guidelines and how the views of shareholder's have been considered

The proposal of the Board to the annual general meeting 2021 does not imply any material changes in relation to the guidelines adopted in 2020. However, certain adjustments have been made regarding the description of Mekonomen's strategy and that the criteria for short-term variable remuneration also include sustainability goals and individual performance goals.

No comments were presented from the shareholders regarding the guidelines and the Company has therefore not had any such comments to take into consideration.

Item 15 - Approval of the board's remuneration report

The board proposes that the meeting approves the report prepared by the board of remunerations.

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

The board proposes that the meeting resolves to establish a long-term share-based incentive program (LTIP 2021) for Mekonomen Aktiebolag (publ) ("Mekonomen") in accordance with the following. The structure of the program is in accordance with the program resolved by the 2020 meeting.

LTIP 2021 in summary

The fundamental reason for establishing LTIP 2021 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 2021 will help Mekonomen to recruit and retain members of the company management and other key employees.

LTIP 2021 comprises of approximately 30 employees, including the Group Management in Mekonomen and certain other key employees in the Group. Participation in LTIP 2021 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 2021 shall be limited to 250 000 (including any compensation for dividends), which corresponds to approximately 0,4 percent of the total number of shares and votes outstanding in the company.

Participants in LTIP 2021

LTIP 2021 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 8 persons) ("Category 3") and the fourth category comprises of certain selected key employees (approximately 16 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).

Personal investment and vesting period

Participation in LTIP 2021 requires that the participant has a personal shareholding in Mekonomen that is allocated to LTIP 2021 ("Investment Shares"). Investment Shares can either be purchased for LTIP 2021 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 5-30 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 2021 shall be made as soon as possible, but not later than 31 December 2021.

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 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 2024. 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 2024. Further, allocation of shares requires that certain financial key ratios and performance targets be achieved by Mekonomen in the manner described under the section "Performance targets" 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.

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 2021 – 31 March 2024.

Series B Allocation requires that the total shareholder return² (TSR) on Mekonomen's share shall exceed 0 % during the period 1 April 2021 – 31 March 2024. 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 2021-2023. 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.

Structure and handling

The board shall be responsible for the more detailed structure and handling of LTIP 2021 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 2021 no longer being practicable, the board shall have the right to make 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 2021 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.

Scope

The maximum number of shares in Mekonomen that can be allocated under LTIP 2021 shall be limited to 250 000 (including compensation for dividends, if any), which corresponds to approximately 0,4 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 2021 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.

Hedge measures

The company intends to enter into an equity swap agreement with a bank to ensure the delivery of shares under the LTIP 2021, 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 2021.

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 90,80. The estimate is based on the closing price of the Mekonomen share on March 15, 2021 (SEK 118,70). The annual cost for LTIP 2021 is estimated to approximately MSEK 4,5 (including costs for social security contributions of approximately MSEK 1,5, 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 6,3 (including costs for social security contributions of approximately MSEK 2,0 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 0,2 percent of Mekonomen's total personnel costs for the financial year 2020. 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.

Effects on important key ratios

On a pro forma basis for 2020, an annual cost of MSEK 4,5 for LTIP 2021 corresponds to a negative effect of approximately 0,1 percentage points on Mekonomen's operating margin and a decrease in earnings per share by approximately SEK 0,08. 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 2021.

Drafting of the proposal

LTIP 2021 has been prepared by Mekonomen's remuneration committee and board and was drafted in consultation with external advisors.

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 2020.

The board's proposal for decision

In reference to the description above, the board proposes that the meeting votes in favor of LTIP 2021.

Majority requirement

The board's proposal for decision to introduce LTIP 2021 requires that the decision is approved by shareholders representing more than half of the votes represented at the meeting.

Item 17 - Resolution on authorization to issue new shares

The board proposes that the meeting resolve to adopt the following authorization.

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 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.

Item 18 – Resolution on amendments to the articles of association

According to Chapter 7, Sections 4 and 4a of the Swedish Companies Act (2005:551), the board may collect proxies as well as resolve that the shareholders shall be able to exercise their voting rights by post before the general meeting, if it is specified in the articles of association. The board therefore proposes that the annual general meeting 2021 resolves to include a new paragraph (§) to the articles of association to enable the board to collect proxies and approve postal voting prior a general meeting. In addition, the board proposes certain minor linguistic adjustments to the articles of association.

Proposed wording of § 13

“The Board of Directors may collect proxies pursuant to the procedure described in Chapter 7, Section 4, paragraph 2 of the Swedish Companies Act (2005:551).

The Board of Directors may resolve, before a general meeting of shareholders, that the shareholders shall be able to exercise their voting rights by post prior to the general meeting pursuant to Chapter 7, Section 4a of the Swedish Companies Act (2005:551). Voting by post may be made by electronic means if the Board of Directors so decides.”

Special majority requirements

A resolution in accordance with items 17 and 18 require support of shareholders with at least two-thirds of the number of votes and shares represented at the meeting to be valid.

Documents

The nomination committee's complete proposals and motivated statement etc, and information on the proposed board members can be found on www.mekonomen.com.

The complete proposals of the Board are presented above. The annual report, the auditor's report, the remuneration report and the auditor's statement on the guidelines for remuneration of senior executives, are presented by keeping them available at the company, at Solnavägen 4, in Stockholm, and on www.mekonomen.com, not later than three weeks before the meeting. The documents will

be sent upon request to shareholders who have provided their postal or e-mail address. Such request can be made by phone to +46 (0)8 402 90 47. The shareholder register will be available at the company at the above address.

Shareholders' right to receive information

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 information regarding circumstances that affect the assessment of an item on the agenda, conditions that may affect the assessment of the company's or a subsidiary's financial situation, and/or the company's relationship to other Group companies.

A request for such information shall be made in writing to Mekonomen Aktiebolag, Att. "AGM", Box 195 42, 104 32 Stockholm, or via e-mail to ir@mekonomen.se. The questions must be received by the company no later than on 27 April 2021. The information will be available at www.mekonomen.com and at the company at the address Solnavägen 4, 113 65 Stockholm, no later than 2 May 2021. Within the same time, the information will be sent to shareholders who so request and provide their address.

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 meeting.

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, Mars 2021
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.