

The Nominating Committee's proposals to the Annual General Meeting 2013 of Mekonomen Aktiebolag (publ), including its motivating statement and information regarding the directors recommended for the Board

The Nominating Committee of Mekonomen Aktiebolag (publ), which consists of Göran Ennerfelt (Axel Johnson Aktiebolag), committee chair, Eva Fraim Pählman, Annika Andersson (Swedbank Robur fonder) and Leif Törnvall (Alecta), submits the following recommendations to the Annual General Meeting of the company on 16 April 2013. Fredrik Persson, Chairman of the Board, has been a co-opted member of the Nominating Committee.

Chairman of the Annual General Meeting

Fredrik Persson, Chairman of the Board, to be elected as chairman to preside over the Annual General Meeting.

Number of members of the Board of Directors

The Board of Directors shall consist of seven meeting-elected members. No deputy directors shall be elected.

Fees to the Board of Directors

Directors' fees totalling SEK 1,950,000. The Chairman of the Board shall receive SEK 400,000, the Vice-Chairman SEK 300,000, and each of the other non-executive board members SEK 250,000. No fees shall be payable for committee work.

Fees to the auditor

Auditor's fees shall be payable on approved account.

Election of members of the Board of Directors

Re-election of board members Antonia Ax:son Johnson, Kenny Bräck, Anders G Carlberg, Fredrik Persson, Helena Skåntorp and Marcus Storch.

New-election of Kenneth Bengtsson as director of the Board.

Kenneth Bengtsson was born in 1961 and has been working within the ICA group for more than 30 years, out of which 11 as President and CEO. Kenneth is also chairman of Svenskt Näringsliv (Confederation of Swedish Enterprise) and Ahlsell AB (publ).

Board member Wolff Huber has declined re-election.

Election of Chairman of the Board of Directors

Re-election of Fredrik Persson as Chairman of the Board of Directors.

Election of auditor

Re-election of the registered auditing company Deloitte AB as the company's auditor from the conclusion of the Annual General Meeting 2013 to the conclusion of the Annual General Meeting 2014.

The Nominating Committee's motivating statement for its proposal and information about the directors recommended for the Board is set out in **Appendix 1**.

The Nominating Committee also submits its proposal for guidelines for appointment of the Nominating Committee as set out in **Appendix 2**.

Stockholm in March 2013

THE NOMINATING COMMITTEE OF MEKONOMEN AKTIEBOLAG (PUBL)

Göran Ennerfelt, chairman

Eva Fraim Pålman

Annika Andersson

Leif Törnvall

The Nominating Committee's motivating statement and information regarding the directors recommended for the Board

The Nominating Committee have proposed re-election of the board directors Antonia Ax:son Johnson, Kenny Bräck, Anders G Carlberg, Fredrik Persson (chairman), Helena Skåntorp and Marcus Storch. The Nominating Committee have also proposed new-election of Kenneth Bengtsson as director of the Board.

The Nominating Committee is of the opinion that the board members who have been proposed for re-election are very well suited to form the Board of Directors of Mekonomen Aktiebolag (publ) for the coming mandate period. Kenneth's experience within the merchandising sector will bring valuable knowledge to the company for its business and development.

Board member Wolff Huber has declined re-election.

The Nominating Committee is of the opinion that the Board with the proposed board members will have an appropriate composition with regard to the operations, phase of development and other relevant circumstances pertaining to the company. A basis for the proposal has been that the composition of the Board of Directors shall reflect and provide for such knowledge and experience that the company's strategic development and operation may demand. It is the opinion of the Nominating Committee that the composition of the Board of Directors is well adapted to meet such demands of the business activities of the company.

The Nominating Committee has deliberated on the issue of independency of the board members. The Nominating Committee is of the opinion that the proposal for the composition of the Board of Directors meets the requirements in the Swedish Code of Corporate Governance regarding the independency of the directors of the board.

All of the proposed board members are to be considered as independent with respect to the company and its senior management. The proposed composition of the Board of Directors also meets the requirement that at least two of the board members who are independent with respect to the company and its management shall also be independent with respect to the major shareholders of the company.

The Nominating Committee has gathered the following information concerning the board members proposed for election.

Antonia Ax:son Johnson (1943)

Member of the board since:	2006
Holdings in Mekonomen:	9,516,235 shares via company
Main education:	Bachelor's degree, University of Stockholm
Other assignments:	Chairman of Axel Johnson Aktiebolag and the Axel and Margaret Ax:son Johnsons Foundation. Vice Chairman of Nordstjernan Aktiebolag. Director of Axel Johnson Inc., AxFast AB, Axfood Aktiebolag, NCC Aktiebolag, the Axel and Margaret Ax:son Johnsons Foundation for Public Service, Royal Swedish Academy of Engineering Sciences (IVA) and the Antonia Ax:son Johnsons Foundation for Sustainable Development, and more.

Antonia Ax:son Johnson is independent in relation to the company and company management, but not independent in relation to major shareholders of the company.

Kenny Bräck (1966)

Member of the board since: 2007

Holdings in Mekonomen: 1,000 shares

Main education: High/Upper secondary school education

Other assignments: Self-employed and previously a professional race driver.

Kenny Bräck is independent with respect to the company, company management and major shareholders of the company.

Anders G Carlberg (1943)

Member of the board since: 2006

Holdings in Mekonomen: 1,000 shares

Main education: MBA Economics, University of Lund

Other assignments: **Chairman** of Höganäs Aktiebolag.

Director of SWECO AB (publ), Sapa AB, AxFast AB, Beijer Alma AB, Axel Johnson Inc., SSAB AB, Investmentaktiebolaget Latour, Erik Penser Bankaktiebolag, Recipharm AB (publ), Smilbandsbolaget AB and Åseda Golfintressenter AB.

Anders G Carlberg is independent with respect to the company and company management, but not independent with respect to major shareholders of the company.

Fredrik Persson (1968)

Member of the board since: 2006

Holdings in Mekonomen: 1,000 shares

Main education: MBA, Stockholm School of Economics and studies at Wharton School, USA.

Other assignments: **Chairman** of Axfood Aktiebolag, Axstores AB and Svensk BevakningsTjänst AB.

Vice Chairman of Martin & Servera Aktiebolag and Svensk Handel AB.

Director of Aktiebolaget Electrolux, AxFast AB, Axel Johnson International Aktiebolag, Lancelot Asset Management Aktiebolag, NovAx AB and Confederation of Swedish Enterprise.

President and CEO of Axel Johnson Aktiebolag.

Fredrik Persson is independent in relation to the company and company management, but not independent in relation to major shareholders of the company.

Helena Skåntorp (1960)

Member of the board since: 2004

Holdings in Mekonomen: 2,000 shares

Main education: MBA, University of Stockholm

Other assignments: **Director** of 2E Group AB.
President and CEO of Lernia AB.

Helena Skåntorp is independent with respect to the company, the company management and major shareholders of the company.

Marcus Storch (1942)

Member of the Board since: 2006

Holdings in Mekonomen: None

Main education: Master of Engineering, KTH, Medicine Dr h.c.

Other assignments: **Chairman** of the Nobel Foundation, Storch & Storch Aktiebolag and KEBRIS AB.
Vice Chairman of Axel Johnson Aktiebolag and Axfood Aktiebolag.
Director of Nordstjernan Aktiebolag, Investment AB Öresund, the Royal Swedish Academy of Sciences and the Royal Swedish Academy of Engineering Sciences (IVA).

Marcus Storch is independent in relation to the company and company management, but not independent in relation to major shareholders of the company.

Kenneth Bengtsson (1961)

Proposed member of the Board

Holdings in Mekonomen: None

Main education: High/Upper secondary school education and education within the ICA system.

Other assignments: **Chairman** of Ahlsell AB (publ), Confederation of Swedish Enterprise and Suomen Lähikappa Oy.
Vice Chairman of World Childhood Foundation and Ung Företagsamhet.

Kenneth Bengtsson is independent with respect to the company, the company management and major shareholders of the company.

The Nominating Committee's proposal for guidelines for appointment of the Nominating Committee

The Nominating Committee proposes that the Annual General Meeting resolve to adopt the following guidelines for appointment of the Nominating Committee.

Mekonomen shall have a Nominating 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 31 August 2013. 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 Nominating Committee, the right to appoint such member shall transfer to the subsequent largest shareholder. The chairman of the Nominating Committee shall, unless its members agree otherwise, be the member representing the largest shareholder.

The Nominating Committee's composition shall be publicly announced by Mekonomen as soon as the Nominating Committee has been appointed. The Nominating Committee's mandate period runs until a new Nominating Committee has been appointed.

If a member of the Nominating 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 Nominating Committee, the Nominating Committee's composition shall be changed in accordance with the above procedure. A shareholder who has appointed a member to the Nominating Committee is always entitled to replace such member or appoint a new member should its member leave the assignment.

Changes in the Nominating Committee's composition shall be publicly announced on Mekonomen's website.

Fees will not be paid to the members of the Nominating Committee.

The Nominating Committee is tasked with submitting recommendations for the following ahead of the Annual General Meeting:

- Chairman to preside over the Annual General Meeting,
- The number of directors and deputy directors,
- Directors' and auditor's fees, and any special fees for committee work,
- Chairman and other directors of the Board,
- Auditors,
- Guidelines for appointment of the Nominating Committee.

The Nominating 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 Nominating Committee, Mekonomen shall provide personnel resources, such as a secretarial function for the committee, to facilitate its work. Where needed, Mekonomen shall also be able to bear reasonable cost for external consultants which are deemed by the Nominating Committee to be necessary for the committee to fulfil its assignment.

This is a translation of the Swedish version of the proposal. In case of any discrepancies, the Swedish version shall prevail.