

# Mekonomen Group

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## Resolutions made at Mekonomen's Annual General Meeting 2018

**The Annual General Meeting of Mekonomen Aktiebolag (publ) was held at 3 p.m. on Wednesday, 9 May 2018 in Stockholm.**

### **Income statements and balance sheets**

The Annual General Meeting adopted the parent company and consolidated income statements and balance sheet for the 2017 financial year.

### **Discharge from liability**

The Annual General Meeting granted the board members and president discharge from liability for the preceding financial year.

### **Dividend**

The Annual General Meeting resolved to declare a dividend of SEK 7.00 per share. The record date to receive dividends was set at Monday, 14 May 2018. Dividends are expected to be paid out on Thursday, 17 May 2018.

### **Board of Directors**

The Annual General Meeting resolved that the number of board members shall be seven, with no deputies. Kenny Bräck, Joseph M. Holsten, Magnus Håkansson, Malin Persson, John S. Quinn and Helena Skåntorp were re-elected as directors. Eivor Andersson was elected as new director. John S. Quinn was re-elected as Chairman of the Board.

The Annual General Meeting resolved that directors' fees of SEK 590,000 shall be paid to the Chairman of the Board, SEK 330,000 to the Vice Chairman of the Board, and SEK 285,000 to each of the other directors elected by the Annual General Meeting. The following fees shall be paid for committee work: SEK 70,000 to the Chairman of the Audit Committee and SEK 40,000 to each of the other members of the Audit Committee, and SEK 40,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the other members of the Remuneration Committee.

### **Auditor**

The Annual General Meeting re-elected the PricewaterhouseCoopers AB as auditor for a term until the end of the 2019 Annual General Meeting. Lennart Danielsson will continue to serve as chief auditor. The auditors fee shall be paid in accordance with approved account.

## **Nomination Committee**

The Annual General Meeting adopted, in accordance with the Nomination Committee's proposal, instructions for the composition and work of the Nomination Committee, to be valid until the general meeting decides otherwise.

## **Guidelines for compensation of senior executives**

The Annual General Meeting adopted guidelines for compensation of senior executives in accordance with the Board of Director's proposal.

## **Long-term share-based incentive program (LTIP)**

The Annual General Meeting resolved to introduce a long-term share-based incentive program (LTIP 2018), in accordance with the Board of Directors' proposal.

### LTIP 2018

LTIP 2018 includes a maximum of 16 employees, consisting of the members of Mekonomen's Executive Committee, and certain other key persons in the Mekonomen Group. Participation in LTIP 2018 requires that the participant has a personal shareholding in Mekonomen AB that is allocated to LTIP 2018. The CEO of Mekonomen AB can invest a maximum of 2,250 shares in Mekonomen and other participants can invest a maximum of 800 shares in Mekonomen AB in LTIP 2018. After the vesting period, the participants will be allocated shares in Mekonomen AB free of charge, provided that certain conditions are met. These conditions are linked to continued employment in the Mekonomen Group until the announcement of the Mekonomen AB's interim report for the first quarter of 2021, a personal shareholding in Mekonomen AB during the period, and certain financial key ratios and performance targets that apply during the financial years 2018-2020. The financial key ratios and performance targets refers to the total shareholder return on Mekonomen AB's share during the measurement period, the equity/assets ratio of Mekonomen AB and growth in earnings per share in Mekonomen AB during the measurement period compared to earnings per share for the financial year 2017. The maximum number of shares in Mekonomen AB that can be allocated under LTIP 2018 shall be limited to 85,000.

### Purchase and transfer of shares in Mekonomen

The Annual General Meeting approved the Board of Directors' proposal to authorize the Board to, on one or more occasions during the period up until the next Annual General Meeting, resolve on purchases of own shares. Purchases may be made of a maximum of 85,000 shares. Purchases of shares shall be made on Nasdaq Stockholm and at a price per share that is within the registered price interval at any given time (the spread). Purchases may be made for the purpose of securing the Mekonomen's obligations arising out of LTIP 2018 and any other share-based incentive programs that may exist pursuant to a resolution by a general meeting of shareholders.

The Annual General Meeting also resolved on transfers of a maximum of 85,000 shares in Mekonomen (or such higher number of shares that may follow from a recalculation resulting from a bonus issue, split, rights issue or similar measure). The shares may be transferred to participants in LTIP 2018 who, according to the terms for LTIP 2018, are entitled to receive shares. Transfers of shares shall be made at the point in time and in accordance with the other conditions that the participants in LTIP 2018 are entitled to be allocated shares.

## **Employees' acquisition of shares in subsidiaries**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, that store and workshop managers in wholly owned store and workshop subsidiaries be allowed to acquire a maximum of 9 per cent of the shares in the respective individual store and workshop companies.

## **Authorization**

The Annual General Meeting resolved, in accordance with the Board of Directors' to authorize the Board of Directors, for the period up to the next AGM, on one or more occasions, with or without preferential rights for shareholders, to decide on the issue of a maximum of 3,590,149 new shares, corresponding to a maximum of 10 per cent of the share capital.

## **Complete information and resolutions**

Complete documentation about the Annual General Meeting's resolutions will be available on Mekonomen's website: [www.mekonomen.com](http://www.mekonomen.com)

For further information, please contact:

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