

## Notice of Extraordinary General Meeting of Mekonomen AB

At the request of the Company's shareholders, the Board of Directors of Mekonomen AB announces that an Extraordinary General Meeting will be held on 17 August 2006, at 5:00 p.m. at Konferens Spårvagnshallarna, Perrongen, Birger Jarlsgatan 57 A, Stockholm, Sweden.

### *Participation and notification*

Shareholders who wish to participate in the Extraordinary General Meeting *must* be recorded in the shareholders' register maintained by VPC AB (the Swedish Central Securities Depository) on 11 August 2006 and *must* notify the Company of their intention to participate in the Meeting not later than 4:00 p.m. on 15 August 2006 by post to Mekonomen AB, Attn: Anita Gollungberg, Smista Allé 11, SE-141 70 Segeltorp, Sweden or by e-mail to [stamma@mekonomen.se](mailto:stamma@mekonomen.se). The notification must include name, address, telephone number (daytime), personal/company registration number, shareholding and details about any representatives or assistants.

### *Nominee-registered shares*

To be entitled to participate in the Meeting, shareholders whose shares are registered in the name of a nominee through the trust department of a bank or other fund manager must temporarily re-register the shares in their own name in the shareholders' register maintained by VPC AB. Such registration must be completed on 11 August 2006, meaning that shareholders must provide instructions to this effect to the nominee well in advance of this date.

### *Proxies, etc.*

Shareholders who will be represented by proxy must issue a dated power of attorney in writing on behalf of the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or similar document for the legal entity must be attached. The proxy and the registration certificate must not be more than one year old. The original power of attorney and the copy of any registration certificate must be sent to the Company by post to the above address well in advance of the Meeting.

### *Proposed agenda*

1. Opening of the Meeting
2. Election of a Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons who shall approve the minutes
6. Determination of whether the Meeting was duly convened
7. Proposal on reclassification of all of the Company's Series A shares to Series B shares
8. Proposal on determination of the number of members and deputy members of the Board of Directors
9. Proposal on dismissal of the Chairman, members and deputy members of the Board of Directors and election of Chairman and other members of the Board of Directors
10. Closing of the Meeting

The shareholders Leif Möller (with family) and Ingemar Fraim (with family) (collectively the “Proposal Initiators”), who together represent 100 per cent of the Series A shares as well as 56.5 per cent of all shares and 77.5 per cent of all the voting rights in the Company have requested that an Extraordinary General Meeting of the Company shall be held and thereby submitted the information and proposals presented below. The Meeting and the proposals are the result of an agreement that some of the Proposal Initiators have entered regarding transfer of a total of 29 per cent of the shares in the Company to Axel Johnson AB. The share transfer agreement is subject to the condition that the Meeting passes resolutions in accordance with the proposals below. The Proposal Initiators have stated that they approve and will support resolutions in accordance with the proposals below.

***Reclassification of all of the Company’s Series A shares to Series B shares (item 7)***

The Proposal Initiators propose that the Meeting resolves that all of the Company’s Series A shares are reclassified to Series B shares. The Meeting’s resolution on such reclassification of shares shall be subject to the conditions that the Meeting passes a resolution regarding the number of members and deputy members of the Board of Directors and dismissal and election of the Chairman and other Board members according to the proposal below and that Axel Johnson AB takes possession of 29 per cent of the shares in the Company in accordance with the aforementioned share transfer agreement not later than 30 November 2006.

In order to be valid, it is required that the resolution on reclassification of all of the Company’s Series A shares to Series B shares in accordance with the above, is approved by more than half of the votes cast at the Meeting (whereby the Chairman of the Meeting has the casting vote if votes are equal) and that the owners of all of the Company’s Series A shares approve of the reclassification.

***Dismissal of the Chairman, members and deputy members of the Board of Directors and election of Chairman and other members of the Board of Directors (items 8 and 9)***

Regarding items 8 and 9, the Proposal Initiators propose the following:

- that the Board of Directors shall consist of seven members with no deputy members (item 8), and
- that the current Chairman and Board member Christer Zetterberg, the Board members Andreas Falkenmark, Ingemar Fraim and Leif Möller and the deputy Board members Ing-Marie Fraim Sefastsson and Annika Möller are dismissed and that Mats Jansson is elected as new Chairman of the Board, that Marcus Storch is elected as new Vice Chairman of the Board and that Antonia Ax:son Johnson, Anders G Carlberg, Fredrik Persson and Wolf Huber are elected as new Board members for the period until the end of the next Annual General Meeting (item 9). Accordingly, the proposal means that Helena Skåntorp will remain as member of the Board until the end of the next Annual General Meeting in accordance with the resolution by the Annual General Meeting on 10 May 2006.

The proposed Chairman of the Board of Directors Mats Jansson is President of Axel Johnson AB as well as Chairman of the Board of Servera R&S AB, Åhléns AB, Axfood AB, Axel Johnson International AB, Novax AB and Svensk Bevakningstjänst AB. Mats Jansson was previously President and CEO of Axfood AB, Oy Karl Fazer and Catena (now Bilia AB) and President of ICA Detaljhandel. Marcus Storch is Chairman of the Board of the Nobel Foundation and Vice Chairman of Axel Johnson AB and Axfood AB as well as Board member of Dagens Industri Holding AB, Nordstjernan AB, NCC AB, AB Hannells Industrier, the Stockholm Stock Exchange’s Companies Committee, the Royal Swedish Academy of Sciences, the Royal Swedish Academy of Engineering Sciences

(IVA) and others. Marcus Storch was previously President and CEO of AGA AB. Antonia Ax:son Johnson is Chairman of Axel Johnson AB and Axel Johnson Inc., Board member of Åhléns AB, Servera R&S AB, Axel Johnson International AB, AxFast AB, Axfood AB, Nordstjernan AB, NCC AB, the Axel and Margaret Ax:son Johnsons Foundation, the World Childhood Foundation and others, as well as Chairman of the Dressage Committee the Swedish Equestrian Federation. Anders G Carlberg is President and CEO of Axel Johnson International AB as well as Board member of Axel Johnson AB, Axel Johnson Inc., Svenskt Stål AB (SSAB), Sapa AB and others. Fredrik Persson is Vice President of Axel Johnson AB and Board member of Axel Johnson International AB, Åhléns AB, Servera R&S AB, Novax AB, Svensk Bevakningstjänst AB, AxFast AB and Lancelot AB. Wolf Huber was previously President of Bil Sweden and Volvo Car Europe.

The Extraordinary General Meeting's resolution on the number of members and deputy members of the Board of Directors, the dismissal of the Chairman, members and deputy members of the Board, and the election of the Chairman and other members of the Board of Directors according to the above shall be subject to the condition that the Meeting approves the resolution to reclassify the Company's Series A shares according to the above and subject to the condition that, as well as be effective as of the date on which, Axel Johnson AB takes possession of 29 per cent of the shares in the Company according to the aforementioned share transfer agreement not later than 30 November 2006.

Stockholm, July 2006

**Mekonomen AB (publ)**

The Board of Directors