

NOTIFICATION OF THE ANNUAL GENERAL MEETING OF MEKONOMEN AKTIEBOLAG (publ.)

The shareholders of Mekonomen Aktiebolag (publ.), Corp. Reg. No. 556392-1971, are hereby invited to attend the Annual General Meeting on Friday 4 April, 2008, at 2:00 p.m. at the OMX offices at Tullvaktsvägen 15 in Stockholm. For those needing transportation, a bus will be departing for the Meeting from the Stockholm City Terminal, Klarabergsviadukten, in Stockholm at 12:45 p.m. Registration will commence at 1:00 p.m.

Entitlement to participate at the Meeting

Shareholders who wish to participate in the Annual General Meeting must:

- be recorded in the share register maintained by VPC AB not later than Friday, 28 March, 2008 and,
- notify the company not later than Monday, 31 March, 2008, at 4:00 p.m.

The company's share capital on the day of this notification amounted to SEK 77,172,055 and comprises 30,868,822 Series B shares. Each Series B share carries entitlement to one vote. The company has no Series A shares.

Shareholders whose shares have been registered in the name of a trustee must temporarily have the shares reregistered in their own name to be entitled to vote at the Meeting. Such registration must be completed at VPC AB not later than 28 March 2008. This means that shareholders must inform the trustee of this request in ample time prior to this date.

Notice of participation

Registration for participation in the Annual General Meeting must occur in writing to: Mekonomen Aktiebolag, Annual General Meeting, Box 6077, SE-141 06 Kungens Kurva, by telephone +46 (0)8 464 00 28, by fax on +46 (0)8 464 00 67 (the fax should state that registration pertains to the Mekonomen Aktiebolag's Annual General Meeting) or by e-mail to: stamma@mekonomen.se.

The registration must include name, civil registration number or corporate registration number, shareholding and daytime telephone number. In addition, the number of assistants (at the most two) must be registered. If participation is by proxy, the power of attorney (along with identity documents such as registration certificates) must be submitted in their originals to the company prior to the Annual General Meeting. Proxy forms are available from the company's website, www.mekonomen.se.

The information collected from registrations, powers of attorney and the share register maintained by VPC AB will be used for the necessary registration and processing for the preparation of the list of voters for the Annual General Meeting.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of persons to check minutes
6. Determination of whether the Meeting has been duly convened
7. Presentation of the Annual Accounts and the Auditors' Report as well as the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts
8. President's presentation of operations
9. Question session
10. Adoption of:
 - the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
 - disposition to be made of the company's profits in accordance with the adopted balance sheet;
 - discharge of the members of the Board of Directors and the President
11. Determination of the number of Board members and deputy members to be elected by the Meeting
12. Determination of the remuneration to be paid to the Board of Directors and auditors.
13. Election of Board members
14. Election of Chairman of the Board
15. Appointment of the Nomination Committee
16. Approval of principles for salaries and other remuneration for Company Management
17. Employees' acquisition of shares in subsidiaries
18. Other business
19. Closing

Proposal for resolution

P. 2 – Proposal for Chairman of the Meeting

The Nomination Committee proposes that Fredrik Persson be elected Chairman of the Annual General Meeting.

P. 10 – Dividend and record date

The Board proposes that shareholders be paid a dividend of SEK 6.00 per share based on profits for the year and an extraordinary dividend of SEK 5.00 per share, and that the record date shall be 9 April 2008. If the Meeting approves the Board's proposal, it is estimated that

cash dividend payments will be distributed by VPC AB on 14 April 2008. The final day for trading in company's shares including entitlement to dividend is 4 April 2008.

P. 11-14 – Proposal pertaining to Board composition, remuneration, etc.

In accordance with the resolution at the 2007 Annual General Meeting, the three largest shareholders in the company elected a Nomination Committee. Prior to the Annual General Meeting, the Nomination Committee consists of the following persons: Göran Ennerfelt, representing Axel Johnson AB with subsidiaries, also Chairman of the Nomination Committee, Anders Algotsson, representing AFA and Ing-Marie Fraim, representing own shares. The company's Chairman, Fredrik Persson, has been co-opted to the Nomination Committee.

Shareholders jointly representing more than 47 per cent of the voting rights for the total number of shares in the company have announced their support for all the proposals by the Nomination Committee.

Under items 11 – 14 in the agenda, the Nomination Committee will be proposing the following:

that the number of Board members shall amount to seven members (preceding year: seven) and that no deputy members be elected (preceding year: 0);

that the total fees to be paid to the Board be SEK 1,360,000 (preceding year: SEK 1,275,000), of which the Chairman shall receive SEK 320,000 (preceding year: SEK 300,000), the Vice Chairman SEK 240,000 (preceding year: SEK 225,000) and each of the remaining members who is not employed by the Group be paid SEK 160,000 (preceding year: SEK 150,000);

that fees to the auditors shall be paid in accordance with invoicing for auditing the financial accounts, management and consolidated accounts;

that the following Board members be re-elected:

Fredrik Persson
 Marcus Storch
 Antonia Ax:son Johnson
 Kenny Bräck
 Anders G Carlberg
 Wolff Huber
 Helena Skåntorp

that Fredrik Persson be elected Chairman of the Board.

It is noted that Deloitte AB was elected as auditors at the 2007 Annual General Meeting for the period until the close of the 2011 Annual General Meeting.

P. 15 – Election of the Nomination Committee

The Board proposes that the Annual General Meeting adopts the following guidelines with regard to the election of the Nomination Committee:

The company shall have a Nomination Committee comprising three (3) members. The three (3) largest shareholders in the company shall each be entitled to appoint one (1) member. The names of the members of the Nomination Committee and the names of the shareholders

they represent shall be published by the company as soon as the Nomination Committee has been appointed, but not later than in conjunction with the publication of the third-quarter interim report for the year prior to the Annual General Meeting. The three (3) largest shareholders will be contacted by the Board of Directors based on VPC AB's list of registered shareholders on 31 August. If any of the three largest shareholders waives his/her entitlement to appoint a member to the Nomination Committee, the next shareholder in terms of size will be given the opportunity to appoint a member. The term of office for the Nomination Committee extends until the election of a new Nomination Committee. The Chairman of the Nomination Committee shall, unless otherwise decided by the members, be the member representing the largest shareholder. Fees shall not be paid to the members of the Nomination Committee.

If significant changes occur in the ownership structure after the appointment of the Nomination Committee, the composition of the Nomination Committee shall also change in accordance with the principles above.

The Nomination Committee shall prepare and submit proposals to the Annual General Meeting regarding:

- election of Chairman of the Annual General Meeting,
- number of Board members and deputy members,
- election of Chairman of the Board and other Board members,
- fees to the Board of Directors and possible remuneration for committee work, and
- election of and fees for auditors.

The Nomination Committee shall have the right to charge the company with costs, for example, for recruitment consultants and other consultants that are deemed necessary in order for the Nomination Committee to fulfil its obligations.

In conjunction with its assignment, the Nomination Committee shall also fulfil assignments that fall under the duty of the Nomination Committee in accordance with the Swedish Code of Corporate Governance.

The proposals stated above comply with the principles adopted at the 2007 Annual General Meeting.

P. 16 – Adoption of principles for salaries and other remuneration of Company Management

Mekonomen currently strives to offer its senior executives market-based remuneration that will make it possible for the Group to recruit and retain senior executives. The Board believes that it is highly important that there exists a distinct connection between remuneration and the Group's values and financial goals, both short-term and long-term.

The Board's proposal for principles for remuneration and other terms of employment for Company Management signifies that the company shall offer its senior executives market-based remuneration, that the criteria shall be based on the significance of the assignments, demand for expertise, experience and performance, as well as that the remuneration shall comprise the following parts:

- fixed basic salary,
- variable remuneration,
- pension benefits, and
- other benefits and severance terms.

The Board's proposal for principles basically complies with prior years' remuneration principles and is based on existing agreements between the company and senior executives. The division between basic salary and variable remuneration shall be in proportion to the employee's responsibilities and authority. The variable remuneration for the President and other senior executives is based partly on the Group's profits and partly on individual qualitative parameters and at the most amounts to 50 per cent of the President's basic salary and at the most 33 per cent of the basic salary of the other senior executives.

Other benefits primarily consist of company car. Pension premiums are paid in an amount based on the ITP plan or a corresponding system for employees abroad. Pensionable salary consists of basic salary. However, the President instead receives pension benefits amounting to 25 per cent of the basic salary.

Severance pay at termination of employment on the company's side amounts to a maximum of one year's salary.

All previously approved remuneration that has not been paid is within the framework described above.

In addition, the Board proposes that senior executives, if the Board finds it appropriate, shall receive a cash bonus from the company. The bonus shall be profit-based and calculated on the Group's profits for the 2008 – 2010 financial years. The bonus program shall, in its entirety, amount to a maximum of SEK 12 m for the period. The criteria for the size of an individual bonus shall be approved by the Board.

Senior executives refer to, in addition to the President, the ten persons that form Group Management together with the President.

The Board was authorised to deviate from these guidelines, if warranted by an individual case.

P. 17 – Employees' acquisition of shares in subsidiaries

The Mekonomen AB Group includes partly and wholly owned subsidiaries that operate approximately 90 stores in Sweden, also known as store companies. The partly owned store companies number approximately 30, in which one or more stores can be operated today. Partners in these companies, in addition to Mekonomen, are store managers in store companies. Mekonomen believes that it is highly important that store managers have an interest in the long-term financial goals of the store companies.

In Mekonomen's wholly owned store companies today, there shall be one store and one employed store manager for each store company. In order to increase involvement among store managers in the wholly owned companies and to make them more involved in the stores' profits, the Board proposes that the Annual General Meeting approve that store managers in the wholly owned companies can acquire shares in respective store companies through a private placement or transfer of existing shares and become part owner in the store concept in this manner. According to this paragraph, the acquired shares shall amount to a maximum of 9 per cent of the share capital in respective store companies. Mekonomen will thus hold shares corresponding to not less than 91 per cent of the share capital. The acquisition shall occur on market-based terms, which will be submitted and approved by a well-established valuation institution. Payment for the acquired shares shall be in cash. The acquisition shall be implemented before the end of 2008.

A resolution by the Annual General Meeting in accordance with the Board's proposal implies that it was supported by shareholders with no less than 9/10 of the votes cast and the shares represented at the Meeting.

The Annual Report and the Auditors' Report as well as the Board's proposal with corresponding documents pertaining to items 16 and 17 regarding principles for salary and other remuneration of Company Management and employees' acquisition of shares in subsidiaries will be available at the company's head office and on the company's website, www.mekonomen.se, from 20 March, 2008. From that date, the above-mentioned documents will also be sent to shareholders who have requested them and who have submitted their addresses and will also be available at the Annual General Meeting.

Stockholm, March 2008

Board of Directors

Mekonomen Aktiebolag (publ.)