

MEKONOMEN AKTIEBOLAG (PUBL)- NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The annual general meeting of shareholders of Mekonomen Aktiebolag (publ), corporate registration number 556392-1971, ("the AGM and "the Company" respectively), will be held on Wednesday, April 22, 2009, at 2.00 p.m. at Tekniska museet, Museivägen 7 in Stockholm, Sweden. Registration will commence at 1.00 p.m.

Notification of attendance etc.

A shareholder who wishes to attend the AGM shall:

- be entered into the transcription of the share register as of Thursday, April 16, 2009, kept by the Swedish central securities depository, Euroclear Sweden AB (former VPC AB); and
- give notice of attendance to the Company no later than Thursday, April 16, 2009, in writing to Mekonomen Aktiebolag, Årsstämma, PO Box 6077, SE-141 06 Kungens Kurva, Sweden, phone +46 8 464 00 28 (weekdays between 9.00 a.m. and 4.00 p.m.), by facsimile +46 8 464 00 67 (whereby it shall be evident that the notification regards the AGM), by e-mail to stamma@mekonomen.se or through a form available on the Company's website, www.mekonomen.se. When giving notice of attendance, please also state name, social security number, date of birth or corporate registration number, address, number of shares and day-time telephone number.

Personal data retrieved from notices of attendance, proxies and the share register kept by Euroclear Sweden AB will be used for necessary registration and the preparation of the voting list for the AGM.

Shareholding in the name of a nominee

Shareholders, whose shares are registered in the name of a nominee, must request to be temporarily entered into the share register kept by Euroclear Sweden AB in order to be entitled to participate in the AGM. Shareholders who wish to request such registration must inform its nominee of this well before April 16, 2009, when such registration must be executed.

Power of Attorney etc

Shareholders who are represented by proxy shall issue a written power of attorney signed and dated by the shareholder for the representative. Power of attorney issued by a legal entity shall be accompanied by a certified copy of the certificate of registration or equivalent document. The documents must not be older than one (1) year from the date of the AGM. In order to facilitate the registration at the AGM, powers of attorney in original, certificates of registration and other documents of authority should be sent to the Company at the address Mekonomen Aktiebolag, Årsstämma, PO Box 6077, 141 06 Kungens Kurva, Sweden, in due time prior to the AGM. Forms of Power of Attorney will be sent upon request to shareholders who provide their postal addresses. Forms of Power of Attorney in Swedish and English are also available at the Company's head office at Smista Allé 11 in Kungens Kurva, Sweden and on its website www.mekonomen.se.

Shareholders or representatives may bring assistants (no more than two) to the AGM. Attending assistants should be notified in the same manner as shareholders.

Shares and votes

The total number of shares in the Company is 30,868,822, each entitling its holder to one (1) vote.

Proposed agenda

1. Opening of the AGM.
2. Election of Chairman of the AGM.
3. Preparation and approval of the voting list.
4. Approval of the agenda of the AGM.
5. Election of persons approving the minutes.
6. Determination whether the AGM has been properly convened.
7. Presentation of the Annual Report, the Auditors' Report, the consolidated accounts and the auditors' report on the consolidated accounts.
8. Address by the Managing Director.
9. Questions from the shareholders.
10. Resolutions with respect to:
 - a) adoption of the profit and loss account and the balance sheet, the consolidated profit and loss account and the consolidated balance sheet;
 - b) the allocation of the profit in accordance with the approved balance sheet; and
 - c) discharge from liability of the members of the Board of Directors and the Managing Director.
11. Determination of the number of members of the Board of Directors and deputies of the Board of Directors, to be elected by the AGM.
12. Determination of remuneration payable to the members of the Board of Directors and Auditors.
13. Election of Board of Directors.
14. Election of the Chairman of the Board of Directors.
15. Appointment of Nomination Committee.
16. Guidelines for remuneration to senior management.
17. Resolution on employees' acquisition of shares in subsidiaries.
18. Other items.
19. Closing of the Meeting.

Proposals from the Board of Directors and the Nomination Committee

Item 2 – Chairman of the meeting

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

Item 10 – Dividend and record date

The Board of Directors proposes a dividend of SEK six (6) per share (previous year SEK six) based on the profit pertaining to year 2008 and no extraordinary dividend (previous year SEK five), and April 27, 2009, as record date for dividend. Provided the AGM adopts the proposal, Euroclear Sweden AB is expected to disburse dividends on April 30, 2009. The last day to trade in the Company's shares including a right to dividend is April 27, 2009.

Items 11-14 – Proposals concerning the number of Board Members on the Board of Directors, fees etc

In accordance with the procedure adopted by the annual general meeting of shareholders in 2008, the three largest shareholders have appointed a Nomination Committee. The Nomination Committee for the 2009 AGM is composed of Göran Ennerfelt, representing Axel Johnson AB and subsidiaries, also Chairman of the Nomination Committee, Maj-Charlotte Wallin, representing AFA, and Ing-Marie Fraim and Eva Fraim Pålman representing own shares. The Chairman of the Board of Directors, Fredrik Persson, is an invited member of the Nomination Committee.

The Nomination Committee proposes the following.

- The number of members of the Board of Directors to be elected shall be seven (7) (previous year: seven) and no deputy directors be elected (previous year: none), (item 11).
- a) The Board of Directors shall receive a fee of SEK 1,360,000 in total (unchanged), which shall be paid as follows; SEK 320,000 to the Chairman of the Board of Directors (unchanged), SEK 240,000 to the Vice Chairman of the Board of Directors (unchanged) and SEK 160,000 to each of the remaining non-employed members of the Board of Directors (unchanged) and that no separate fees be paid for committee assignments in addition to the aforementioned fees, (item 12)
- Fees to the Auditor shall be paid against approved account, (item 12).
- The following Board members be re-elected:
 - Antonia Ax:son Johnson;
 - Anders G Carlberg;
 - Fredrik Persson;
 - Helena Skåntorp;
 - Kenny Bräck;
 - Marcus Storch; and
 - Wolff Huber (item 13).
- Fredrik Persson be elected Chairman of the Board of Directors, (item 14).

It is noted that the registered auditing firm Deloitte AB was elected as the Company's Auditor until the annual general meeting 2011 by the annual general meeting in 2007.

Shareholders who by voting power together control over 54 per cent of the votes have declared that they intend to vote in favour of all proposals made by the Nomination Committee.

Item 15 – Appointment of Nomination Committee

The Board of Directors proposes that the AGM adopts the following procedure for appointing the Nomination Committee.

The Company shall have a Nomination Committee consisting of four (4) members. The four (4) largest shareholders of the Company shall be entitled to appoint one (1) member each. 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, however no later than in connection with the publishing of the Interim Report of the Company for the third quarter of the financial year preceding the annual general meeting. The four largest shareholders, based on the statistics of registered shareholders kept by Euroclear Sweden AB on August 31, will be contacted by the Board of Directors. If any of the four largest shareholders wishes to abstain from its right to appoint a member to the Nomination Committee, the right to appoint such member shall transfer to the subsequent largest shareholder. The Nomination Committee's mandate period runs until a new Nomination Committee has been appointed. The Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member representing the largest shareholder. Fees will not be paid to the members of the Nomination Committee.

If a material change occurs in the ownership structure after the appointment of the Nomination Committee, the Nomination Committee's composition shall be changed in accordance with the abovementioned principles.

The Nomination Committee shall prepare make proposals to the annual general meeting regarding:

- election of Chairman of the annual general meeting,
- the number of members and deputies of the Board of Directors,
- election of Chairman of the Board of Directors and other members,
- the fees payable to members of the Board of Directors and fees payable for committee assignments, if any, and
- election of Auditor and determination of its fee.

The Nomination Committee shall be entitled to incur costs for the Company for e.g. recruitment consultants and other consultants deemed necessary to fulfil the its tasks.

The Nomination Committee shall also perform tasks assigned to it in accordance with the Swedish Code of Corporate Governance.

Above proposals are in accordance with the principles adopted by the annual general meeting 2008.

Item 16 – Resolution on guidelines for remuneration to senior management

The Board of Directors proposes that the annual general meeting adopts the following guidelines for the remuneration to the senior management.

Mekonomen strives to offer its senior management competitive remuneration which enables the Mekonomen group to recruit and retain leading senior management. The Board of Directors is of the opinion that it is important that there is a clear relationship between the remuneration and the values and financial objectives of the Mekonomen group, both in the short-term and the long-term.

The Board of Directors proposal for guidelines for salary and other remuneration to senior management implies that the Company shall offer its senior management competitive remuneration based on the following criteria: the importance of the tasks performed, the level of competence required, experience and performance and that the remuneration shall consist of the following components:

- A fixed basic salary,
- A variable remuneration,
- Retirement benefits, and
- Other benefits and severance terms.

The proposal of the Board of Directors for guidelines is in principle in accordance with previous year's remuneration principles and it is based on agreements in place between the Company and its senior management. The allocation between basic salary and variable remuneration shall be proportionate to the responsibility and authority of the member of the senior management. The variable remuneration for the Managing Director and other senior management is based part on the profit of the Mekonomen group and part on individual qualitative parameters and amounts to no more than 50 per cent of the basic salary for the Managing Director and no more than 33 per cent of the basic salary for other members of the senior management. There is also a separate program for variable remuneration which runs over three years for the senior management which is calculated on the result of the Mekonomen group for the financial years 2008 – 2010. The criterion for deciding the amount for each participating member of the senior management in this separate program is decided by the Board of Directors. The annual general meeting in 2008 adopted the guidelines in this respect under the corresponding item on the agenda. Other benefits consist mainly of car benefit and pension scheme. Pension benefits are paid with an amount based on the Swedish ITP-plan or the corresponding system for employees abroad. The pensionable income is the basic salary. However, the Managing Director receives a retirement benefit that amounts to 25

per cent of the basic salary. Severance pay upon termination from the Company amounts to a maximum of one year's salary. All previously decided remunerations which have not yet been paid are within the limits mentioned above. The senior management is composed of, in addition to the Managing Director, ten (10) persons. The Board of Directors is entitled to deviate from these guidelines if special reasons exist in an individual case.

Item 17 – Resolution on employees' acquisition of shares in subsidiaries

The Mekonomen group of companies contains a number of companies which operate the approximately 170 Mekonomen stores throughout Sweden. These companies are herein called store companies. A majority of these are wholly owned by the Company. There are 50 store companies which are owned partly by the store manager running each store. The Company deems it important that said managers have an interest in the long term financial development of the store companies. For each of the store companies which are wholly owned by the Company, there shall be only one store and one store manager.

With the purpose of increasing the long term commitment among the store managers also in the wholly owned store companies and to increase their interest in the proceeds of the stores, the Board of Directors proposes that the AGM resolves that the employed store managers in the wholly owned store companies shall be entitled to acquire shares in the relevant store company by the means of a directed issue of shares or the purchase of existing shares from the Company, in order to make such store managers partners in the store companies. The thus acquired shares shall amount to a maximum of nine (9) per cent of the share capital in each store company. The Company will thus hold shares corresponding to at least ninety-one (91) per cent of the share capital in each store company. The acquisitions shall be made at market value and the terms thereof will be submitted to a well reputable financial institute for approval. Payment for such shares shall be made in cash. The acquisitions shall be completed no later than December 31, 2009.

Following the resolution adopted by the annual general meeting 2008 on the same subject, 15 store managers accepted the offer of becoming shareholders in the respective store companies.

Adoption of the Board of Directors proposal by the AGM requires that shareholders who by voting power controls at least nine tenths (9/10) of the votes represented at the AGM vote in favour of the proposal.

Documents etc

The Annual Report, the Auditor's Report and the Board of Directors' complete proposal for guidelines for remuneration to the senior management set out in item 16, including the statement by the Auditor regarding the guidelines adopted by the annual general meeting in 2008, and for the employee's acquisition of shares in subsidiaries set out in item 17, will be held available at the Company's head office at Smista Allé 11 in Kungens Kurva, Sweden and on its website, www.mekonomen.se, as of April 8, 2009. Copies of aforementioned documents will also be sent to shareholders who so request and state their postal address.

The Board of Directors' proposal for dividend set out in item 10 including the statement of the Board of Directors concerning the proposal will be made part of the report of the Board of Directors in the Annual Report for 2008. The Nomination Committee's complete proposal for members on the Board of Directors and motives for the proposal will be available on the Company's website in connection with this notice.

All of the aforementioned documents will also be held available at the AGM.

Stockholm, March 2009

The Board of Directors

MEKONOMEN AKTIEBOLAG (publ)

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