

Summons to the annual general meeting of shareholders in MQ Holding AB (publ)

The shareholders in MQ Holding AB (publ) are hereby summoned to the annual general meeting of shareholders, to be held on Thursday 29 January, 2015, at 4 pm at the company's office, address Sankt Eriksgatan 5, Gothenburg. The entrance will open at 3.30 pm.

Notification etc.

Shareholders wishing to participate in the annual general meeting must be registered as shareholders in the share register kept by Euroclear Sweden AB by Friday 23 January, 2015, and must also have notified their attendance to the company no later than Friday 23 January, 2015, at 4 pm.

Notification of attendance at the annual general meeting can be made by post to MQ Holding AB (publ), Box 119 19, 404 39 Gothenburg, by telephone +46-(0)31-3888411, by fax +46-(0)31-3888001 or by e-mail at stamma@mq.se. Name/business name, personal identification number/company registration number, address and telephone number must be stated in the notification as well as advisors, if any. The company provides a proxy form on www.mq.se for shareholders wishing to be represented by proxy.

Shareholders who own shares through a nominee must temporarily register such nominee shares in their own name in order to be entitled to participate in the annual general meeting. This registration must have been carried out by Euroclear Sweden AB no later than Friday 23 January, 2015. Shareholders must instruct their nominees to effect such registrations well in advance of this date.

The annual accounts, the audit report, the statement according to item 6(b) below, statement according to item 10 below, and proposals and statements regarding items 8 and 14-16 below are available at the company at Sankt Eriksgatan 5, Gothenburg, and will be sent to shareholders upon request, if a postal address is provided. All the documents mentioned above are also available at the company's webpage www.mq.se and will be presented at the annual general meeting.

There are in total 35,156,507 shares and votes in the company. The company has not acquired any own shares.

Items

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the proposed agenda.
4. Election of one or several persons to approve the minutes.
5. Issue of whether the meeting has been duly summoned.
6. Presentation of
 - (a) annual accounts and auditor's report and the group annual accounts and the group auditor's report,
 - (b) the auditor's statement regarding the company's compliance with the guidelines for remuneration to members of the executive management in effect since the previous annual general meeting.Presentation by the managing director in connection hereto.
7. Resolution on adoption of the income statement and balance sheet, as well as the group income statement and the group balance sheet.
8. Resolution on the allocation of the company's profit in accordance with the adopted balance sheet and resolution regarding the record day for distribution.
9. Resolution regarding discharge from liability for the board of directors and the managing director.
10. The nomination committee's report on its work and the nomination committee's statement in relation to its proposal regarding the board of directors.
11. Resolution on the number of members of the board of directors and the number of auditors.
12. Resolution on the remuneration to the members of the board of directors and to the auditor.
13. Election of members of the board of directors and chairman of the board of directors and election of auditor.
14. Resolution regarding nomination committee for the next annual general meeting.
15. Resolution on guidelines for remuneration to the executive management of the company.
16. Resolution to amend the articles of association.

Proposals for resolutions

Item 1

The election committee proposes that Mr. Johan Ljungberg is the chairman of the annual general meeting.

Item 8

The board of directors proposes a distribution of SEK 1,36 per share and Monday 2 February, 2015, as the record day for distribution.

Items 11, 12 and 13

In accordance with the resolution made by the shareholders at the annual general meeting of 2014, a nomination committee has been established. The nomination committee has made the following proposals:

- (i) The number of members of the board of directors is proposed to be seven.
- (ii) The remuneration to the members of the board of directors is proposed to be SEK 1,600,000, out of which SEK 400,000 should be allocated to the chairman of the board of directors and SEK 200,000 to each of the other members of the board of directors. Remuneration for committee work is proposed to be SEK 15,000 for each day of meeting. Compared with last year, the proposal entails that the remuneration remains unchanged.
- (iii) Arthur Engel, Annika Rost, Mernosh Saatchi, Michael Olsson and Bengt Jaller are proposed to be re-elected as members of the board of directors. Erik Olsson, chairman, and Göran Barsby, member of the board of directors, since 2006, have both declined re-election. Claes-Göran Sylvén and Anna Engebretsen are proposed to be elected as new members of the board of directors. Claes-Göran Sylvén is proposed to be elected as new chairman of the board of directors. Bengt Jaller is proposed to be elected as deputy chairman of the board of directors.

Claes-Göran Sylvén has a long-standing and solid experience of retail business. He is the chairman of the board of directors of ICA Gruppen since 2002 and member of the board of directors of the Swedish Trade Federation since 2004. During the years 2003-2013, Claes-Göran was the managing director of the Association of ICA-retailers and during 2005-2012 he was the managing director of Hakon Invest. Claes-Göran Sylvén was born in 1959 and has education in areas such as finance, business management and leadership development.

Anna Engebretsen has extensive knowledge in marketing communications and branding. During the years 2006-2009 Anna worked as project leader at the media agency OMD with media strategy and advertising. Since 2009 she is working at SkiStar AB with market, communications, advertising and sponsorships. Anna also has board assignments in Investment AB Öresund, Bilia AB, and in the foundation Min Stora Dag. Anna Engebretsen was born in 1982 and has a Master of Science in Business and Economics from BI Norwegian Business School in Oslo.

Item 14

The nomination committee proposes that the annual general meeting resolves to appoint a new nomination committee in preparation for the annual general meeting to be held in 2016, in the same manner as for the annual general meeting of 2015. This entails that the chairman of the board of directors shall contact the three largest registered or otherwise known shareholders as per 1 April, 2015, and invite them to each appoint one member of the nomination committee. If any shareholder waives its right to appoint a member, the largest registered or otherwise known shareholder that not yet has appointed a member of the nomination committee shall be invited, and so on. The nomination committee shall consist of these three members together with the chairman of the board of directors. The name of the members of the nomination committee, as well as information about who has been appointed as chairman of the nomination committee, shall be published not later than six months before the annual general meeting of 2016. The nomination committee shall appoint a chairman amongst its members.

Item 15

The board of directors' proposal regarding guidelines for remuneration to the executive management of the company includes the following main items.

The remuneration to the managing director and other members of the executive management shall correspond to market rate. The remuneration consist of a fixed salary, flexible remuneration, pension and other benefits. The category of other members of the executive management consists, at the moment, of four persons. The number of other members of the executive management may change.

Flexible remuneration shall be related to predetermined measurable criterion based on the outcome of the company's profits (EBITA) and increase in sales. These criterion are drawn up to promote the creation of

long term value. The flexible remuneration paid in cash shall, for the managing director and the other members of the executive management, not exceed four monthly salaries per year. Other benefits, not constituting flexible remuneration, such as car benefits, shall, where they occur, only constitute a minor part of the remuneration. The notice period for the managing director shall be six months, and for the other members of the executive management, three to nine months. Upon termination of the company, severance payments corresponding to maximum twelve months salary, in addition to the salary during the notice period, shall be made to the managing director. No severance payments shall be made to other members of the executive management.

The board of directors shall, in particular circumstances, have the right to deviate from the guidelines if there are special reasons to do so.

Item 16

The board of directors proposes that § 7 in the articles of association shall be amended in order to enable that general meetings may be held, besides from where the company has its registered office, in Stockholm.

A resolution regarding alteration of the articles of association shall be valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

Shareholders' right to ask questions

Shareholders are entitled at the annual general meeting to ask questions to the company, about the company, its financial position and the matters and proposals that are to be considered at the meeting.

Gothenburg, December 2014
MQ Holding AB (publ)
The board of directors