

Welcome to the annual general meeting of MEKO

The shareholders of MEKO AB (former Mekonomen Aktiebolag) are hereby invited to attend the annual general meeting to be held on Tuesday, 23 May 2023 at 10.00 CET at 7A Posthuset, Vasagatan 28, in Stockholm. Registration for the AGM opens at 09.30 CET.

The board has decided that shareholders shall be able to exercise their voting rights by postal voting before the meeting, as instructed below.

Right to participate, notification, proxies etc.

Shareholders who wish to attend the annual general meeting must:

- be listed as shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Friday, 12 May 2023 and
- give notice of attendance, including number of assistants (if any), to the company in accordance with the instructions under “*Notification of attendance in the meeting room*” or cast a postal vote in accordance with the instructions under “*Notification of participation by postal voting*”, no later than Tuesday, 16 May 2023.

Notification of attendance in the meeting room

Shareholders who wish to attend the annual general meeting in the meeting room must notify the company of this no later than Tuesday, 16 May 2023, either at www.meko.com, by phone +46 (0)8 402 90 47 or by mail to MEKO AB, “AGM”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm.

Shareholders participating by proxy shall issue a written and dated power of attorney for the proxy. The power of attorney should, together with certificate of registration or equivalent authorization document (if applicable), be sent to the MEKO at the above postal address well in advance of the meeting. A proxy form is available on www.meko.com. If participation takes place through a legal representative of a legal entity, a registration certificate or equivalent authorization document should, correspondingly, be submitted well in advance of the meeting.

Notification of participation by postal voting

A special form must be used for postal voting. The postal voting form is available at www.meko.com.

The completed and signed form for postal voting must be received by MEKO no later than Tuesday, 16 May 2023 and shall be sent by mail to MEKO AB, “AGM”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or by e-mail to generalmeetingservice@euroclear.com. Shareholders who are natural persons can, no later than 16 May 2023, cast a postal vote electronically through verification with BankID at anmalan.vpc.se/euroclearproxy/.

Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and anmalan.vpc.se/euroclearproxy/.

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form, as well as any authorization documents. Proxy form is available on www.meko.com. If participation takes place through a legal representative

of a legal entity, a registration certificate or equivalent authorization document should, correspondingly, be submitted well in advance of the meeting.

Shareholders who wish to attend in the meeting room in person or by proxy must notify the company in accordance with the instructions under “*Notification of attendance in the meeting room*”. A notification by casting a postal vote is therefore not sufficient for those who wish to attend the meeting room.

Nominee-registered shares

To be entitled to participate in the annual general meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Friday, 12 May 2023 (so-called voting rights registration). Such registration may be temporary and request for such voting rights registration shall be made to the nominee, in accordance with the nominee’s routines, at such a time in advance as decided by the nominee. Voting rights that have been made by the nominee no later than Tuesday, 16 May 2023 will be taken into account in the shareholder register.

Proposed agenda

1. Election of chairman of the meeting.
2. Preparation and approval of voting register.
3. Approval of the agenda.
4. Election of person to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and auditor’s report, the consolidated financial statements and the auditor’s report on the consolidated financial statements,
7. CEO’s address.
8. Resolution on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
9. Resolution on discharge of the directors and CEO from liability.
10. Resolution concerning disposition of the company’s result in accordance with the adopted balance sheet and record dates for payment of the dividend.
11. Resolution on amendment of the articles of association in accordance with a) the nomination committee’s proposal on amendment of section 5 and b) the board’s proposal on supplementary amendment of section 5.
12. Determination of the number of directors and deputy directors.
13. Determination of fees to the board and the auditor.
14. Election of board members, chairman of the board, and deputies, if any.
15. Election of auditor.
16. Resolution on amended instruction for the nomination committee.
17. Approval of the remuneration report.
18. Resolution on amended guidelines for remuneration of senior executives.
19. Resolution on a long-term share-based incentive program (LTIP 2023).
20. Resolutions on authorization for the board to (a) acquire own shares and (b) transfer of own shares.
21. Resolution on transfer of own shares due to share-based incentive program.
22. Resolution on authorization for the board to issue new shares.
23. Closing of the meeting.

Proposals

Item 1 – Chairman of the meeting

MEKO's nomination committee for the 2023 annual general meeting consists of Robert M. Hanser, appointed by LKQ Corporation, Caroline Sjösten, appointed by Swedbank Robur Fonder AB, Thomas Wuolikainen, appointed by the Fjärde AP-fonden, and Kristian Åkesson, appointed by Didner & Gerge Fonder AB. MEKO's board member, Helena Skåntorp, is co-opted to the nomination committee.

The nomination committee proposes Helena Skåntorp as chairman of the meeting, or in her absence, any person appointed by the nomination committee.

Item 2 – Voting register

The voting register proposed to be approved is the voting register prepared by Euroclear Sweden AB, based on the general meeting shareholder register, shareholders notified and present at the meeting as well as received postal votes.

Item 10 – Dividend and record dates

The board proposes that a dividend of 3.30 SEK per share be paid. The dividend is proposed to be paid in two instalments – the first of 1.10 SEK with record date Thursday, 25 May 2023 and the second of 2.20 SEK with record date Thursday, 23 November 2023. With the proposed record dates, the first instalment of the dividend is expected to be distributed by Euroclear Sweden AB on Tuesday, 30 May 2023 and the second instalment on Tuesday, 28 November 2023.

Item 11 – Amendment of the articles of association

A) The nomination committee's proposal to amend section 5

According to MEKO's articles of association, the number of board members shall consist of three to seven members with not more than three deputies. To enable an increase of the number of board members from seven to eight, according to the nomination committee's proposal under points 12 and 14 below, the nomination committee proposes that section 5 of the articles of association be amended as follows.

Current wording – paragraph 5

"The board of directors shall consist of three to seven members and not more than three deputies."

Proposed wording – paragraph 5

"The board of directors shall consist of three to eight members and not more than three deputies."

B) The board's proposal for a supplementary amendment to section 5

According to the Swedish code of corporate governance, deputies for board members elected by the general meeting are not to be appointed. In connection with the nomination committee's proposal to amend paragraph 5 of the articles of association, the board proposes that the same paragraph be amended, to better reflect the provisions of the corporate governance code, so that the text "*and not more than three deputies*" is deleted.

Item 12 – Number of directors

The nomination committee proposes that the board shall consist of eight meeting-elected members (2022: seven) and no deputy members.

Item 13 – Fees to the board and the auditor

The nomination committee proposes fees and remuneration to the board members as follows:

- SEK 775,000 to the chairman of the board (2022: 750,000),
- SEK 495,000 to the vice chairman (2022: 480,000),
- SEK 360,000 to each of the other directors appointed by the AGM (2022: 350,000),
- SEK 150,000 to the chairman of the audit committee (unchanged),
- SEK 60,000 to each of the other members of the audit committee (unchanged),
- SEK 60,000 to the chairman of the remuneration committee (unchanged) and
- SEK 30,000 to each of the other members of the remuneration committee (unchanged).

The nomination committee proposes auditor's fees in accordance with approved account.

Item 14 – Board members and chairman of the board

The nomination committee proposes:

- re-election of all directors: Eivor Andersson, Kenny Bräck, Robert M. Hanser, Joseph M. Holsten, Magnus Håkansson, Michael Løve and Helena Skåntorp,
- election of Justin Jude as new director and
- re-election of Robert M. Hanser as chairman of the board.

Justin Jude, born 1975, is Corporate Senior Vice President of LKQ, President of LKQ North American Wholesale Segment, and board member of Certified Auto Parts Association (CAPA) and LKQ India Private Limited. Since 2004, Justin has held leading position within LKQ. Justin has a Bachelor of Science in Accounting from Franklin University, Ohio.

Information on the individuals proposed is presented more in detail on www.meko.com. You will also find the nomination committee's motivated statement at the website.

Item 15 – Auditor

The nomination committee proposes re-election of the auditing firm PricewaterhouseCoopers AB as the company's auditor for the period until the end of the annual general meeting 2024. The auditing firm has informed the company that Linda Corneliusson will be continuing as the auditor in charge. The proposal is in accordance with the audit committee's recommendation.

Item 16 – Amended instruction for the nomination committee

The following principles for the nomination committee's composition and work shall be valid until the general meeting decides otherwise.

A. The nomination committee's composition

The nomination committee shall consist of four members nominated by the four largest shareholders of MEKO, in terms of votes, based on the shareholder record provided by Euroclear Sweden AB per the last banking day of August each year. Each of the four largest shareholders shall be entitled to appoint one member to the nomination committee.

Should any of the four largest shareholders abstain from its right to appoint a member to the nomination committee, the right to appoint such a member shall transfer to the next largest shareholder who does not already have the right to appoint a member of the nomination committee.

In addition to the four members, MEKO's chair or vice chair of the board shall be co-opted to the nomination committee.

The chair of the nomination committee shall, unless its members agree otherwise, be the member appointed by the largest shareholder.

The nomination committee's composition shall be publicly announced as soon as the nomination committee has been appointed, but no later than six months before the next annual general meeting.

The nomination committee's mandate period runs until a new nomination committee has been appointed.

If there is a change in the ownership structure after the appointment of the nomination committee, but before three months before the next annual general meeting, and if a shareholder, which after this change in ownership becomes one of the four largest shareholders, in terms of votes, makes a request to the chair of the nomination committee to be part of the nomination committee, the shareholder shall have the right to appoint one member who shall replace the member who has been appointed by the shareholder with the smallest number of votes after the change.

A shareholder who has appointed a member to the nomination committee is always entitled to replace such member or appoint a new member should its member leave the assignment before its assignment is completed.

Changes in the nomination committee's composition shall be publicly announced as soon as possible after the change.

B. Tasks of the nomination committee

The nomination committee is tasked with submitting proposals to the annual general meeting as regards:

- chair of the annual general meeting
- the number of board members and auditors
- fees to the board members and remuneration for committee work
- remuneration to the auditor
- election of chair and other members of the board
- election of auditors
- where considered necessary, propose changes to the instructions for the nomination committee

The nomination committee shall perform its duties in accordance with this instruction and applicable rules.

Fees will not be paid to the members of the nomination committee.

Where needed, MEKO shall bear reasonable costs for external consultants which are deemed by the nomination committee to be necessary for the committee to fulfil its assignment.

Item 17 – Remuneration report

The board proposes that the meeting approves the report prepared by the board of remunerations.

Item 18 – Amended guidelines for remuneration of senior executives

The board proposes – with changes to the guidelines adopted by the 2021 AGM – that the following guidelines for remuneration to senior executives shall apply until the 2027 AGM at the latest. The guidelines comprise the CEO and other members of MEKO's group management (referred to as the "senior executives"). The guidelines apply to remunerations agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the 2023 AGM.

The guidelines promotion of MEKO's strategy, long-term interests and sustainability agenda

The overall strategy of MEKO group is to create a long-term profitable and sustainable business. MEKO's strategy is based on the company's vision We enable mobility – today, tomorrow and in the future. More information regarding strategy and goals are available at www.meko.com.

A prerequisite for the successful implementation of the company's strategy, long-term interests and sustainability agenda, is that MEKO is able to recruit and retain qualified employees with the right skills. The total remuneration must therefore be in line with market terms and be competitive. The objective of the guidelines is to enable such remuneration, but also to link the total remuneration to MEKO's strategy, long-term interests and sustainability agenda. This is done by the target setting in short-term variable programs. The same applies to long-term share-based programs resolved by the general meeting.

Remuneration forms

MEKO shall offer competitive remuneration that is based on the importance of work duties, the employee's competence, experience and performance. The remuneration to senior executives may consist of fixed base salary, variable remuneration, pension benefits and other benefits.

In addition, senior executives can be offered long-term share-based incentive programs resolved by the general meeting. However, such resolutions are not covered by these guidelines.

Fixed base salary

MEKO shall offer a fixed cash base salary which constitutes compensation for committed work effort performed at a high professional level, which creates added value for the MEKO's customers, shareholders and co-workers. The fixed base salary shall be competitive in comparison with the market conditions and be evaluated annually.

Short-term variable remuneration

Short-term variable cash remuneration shall be linked to measurable criteria such as net sales, adjusted EBIT and cash flow, as well as sustainability targets and individual performance targets. The criteria shall be designed to promote the company's strategy, long-term interest and sustainability agenda. The criteria shall be determined annually by the remuneration committee, and by the board in relation to the CEO. The measurement period is one year. To what extent the criteria are met is evaluated and determined when the measurement period has ended. The short-term variable compensation is capped at a certain percentage of the fixed base salary. It is determined per individual and varies between 33 and 60 per cent depending on position.

Long-term share-based incentive programs

In addition to what is established in these guidelines, senior executives may be offered long-term share-based incentive programs resolved by the general meeting. These are normally designed as share savings plans, and requires a personal shareholding in MEKO, continued employment and that the personal shareholding lasts during the vesting period of three years, as well as that certain financial key figures and performance targets be achieved. The targets used have a clear connection to the company's long-term strategy.

Pension benefits and other benefits

The terms for pension benefits for senior executives shall comply with or correspond to the Swedish ITP-plan, or the corresponding system for employees abroad. The CEO's pension benefit may instead amount to a maximum of 30 percent of the fixed base salary. The pension qualifying income is the fixed base salary. The normal retirement age shall be 65.

Other benefits may include health insurance and car benefit.

Termination of employment

In case where the company serves notice, a maximum notice period of twelve months applies. Severance pay upon termination from the company may be payable in an amount corresponding to a maximum of twelve month's salary, in addition to salary during the notice period. The notice period upon notice by a senior executive is between six and twelve months.

Salary and employment conditions for employees

In the preparation of the board's proposal for these guidelines, salary and employment conditions for employees of the company have been considered by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The board has established a remuneration committee. The remuneration to the senior executives shall be decided by the remuneration committee. The remuneration to the CEO shall however be decided by the board in its entirety. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the senior executive, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company.

The remuneration committee's tasks include preparing the board's decision to propose guidelines for senior executive remuneration. The board shall prepare a proposal for new guidelines at least every fourth year and submit it to the AGM. The guidelines shall apply until new guidelines are adopted by the AGM. The CEO and other members of the senior executive do not participate in the board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The board may temporarily derogate from these guidelines, in whole or in part, if in an individual case there are special reasons for doing so and where the derogation is necessary to serve the company's long term-interest, including sustainability, or assure its viability.

Description of significant changes compared to previous guidelines

No material changes have been made in comparison with the guidelines adopted by the 2021 AGM. In addition to linguistic and editorial changes, the guidelines have been adapted so that texts concerning the company's strategies as well as possible share-based compensation can be up to date during the guidelines' validity period. The company has not received any comments from shareholders.

Item 19 – Long-term share-based incentive program (LTIP 2023)

The board proposes that the meeting resolves to establish a long-term share-based incentive program (LTIP 2023) for the group management and certain other key employees in the MEKO group in accordance with the following. The structure of the program is in line with MEKO's previous programs with the change that it is no longer a prerequisite for the allocation of share rights of series B that conditions for series A are met.

Motives and LTIP 2023 in summary

The main motives for establishing LTIP 2023 is to align the shareholders' interests with the interests of the company management and other key employees to ensure maximum long-term value creation and to encourage a personal shareholding in MEKO. In addition, the board is of the opinion that LTIP 2023 will help MEKO to recruit and retain members of the company management and other key employees.

LTIP 2023 comprises of approximately 40 employees, including the group management in MEKO and certain other key employees in the group. Participation in LTIP 2023 requires a personal shareholding in MEKO. After the vesting period, the participants will be allocated shares in MEKO free of charge, provided that certain conditions are met. These conditions are linked to continued employment in the MEKO group, a personal shareholding in MEKO, and that certain financial key ratios and performance targets are met. The maximum number of shares in MEKO that can be allocated under LTIP 2023 shall be limited to 340,000 (including any compensation for dividends), which corresponds to approximately 0.6 percent of the total number of shares and votes in the company.

Participants in LTIP 2023

LTIP 2023 comprises approximately 40 employees, including the members of the group management in MEKO, members of the management teams of MEKO's subsidiaries, and certain other key employees in the group, divided into four categories. The first category comprises the CEO of MEKO ("Category 1"), the second category comprises members of MEKO's group management excluding the CEO (five persons) ("Category 2"), the third category comprises of certain members of the management teams of MEKO's subsidiaries (approximately 8 persons) ("Category 3") and the fourth category comprises of certain selected key employees (approximately 26 persons) ("Category 4").

Personal investment and allocation av share rights

Participation in LTIP 2023 requires that the participant has a personal shareholding in MEKO that is allocated to LTIP 2023 ("Investment Shares"). Investment Shares can either be purchased for LTIP 2023 or be held since previously (provided that they have not already been allocated to another incentive program already in progress). The participant in Category 1 can invest a maximum of 5,000 shares in MEKO, the participants in Category 2 can invest a maximum of 4,000 shares, Category 3 can invest a maximum of 3,000 shares and Category 4 can be invited to invest between 750 – 1,250 shares. The investment levels correspond to approximately 5 – 30 percent of each participant's annual salary before tax. For all categories, each Investment Share entitles to five performance share rights ("Share Rights"). If a participant is in possession of inside information and is therefore prevented from acquiring shares in connection with the notification to participate in LTIP 2023, purchase of shares to LTIP 2023 shall be made as soon as possible, but not later than 31 December 2023.

Terms and conditions for Share Rights

The following terms and conditions shall apply for the Share Rights:

- Share Rights will be granted free of charge a certain time after the meeting.
- Share Rights cannot be transferred or pledged.
- Each Share Right may entitle the holder the right to receive a share in MEKO free of charge. Allocation of shares in MEKO, if any, shall generally be made within two weeks from the announcement of MEKO's interim report for the first quarter of 2026. the period until then constitutes the vesting period. A precondition for the right to be allocated shares by virtue of the Share Rights is that the participant has not sold any of his or her Investment Shares and, with certain limited exceptions, that the participant remains employed in the MEKO group until the announcement of MEKO's interim report for the first quarter of 2026. Further, allocation of shares requires that certain financial key ratios and performance targets be achieved by MEKO in the manner described under the section "Performance targets" below.
- To align the participants' interests with the shareholders' interests, MEKO will compensate the participants for dividends to shareholders by increasing the number of shares that each Share Right entitles to.

Performance targets

The Share Rights are divided into series A and series B. Of the five Share Rights, the participants receive one Share Right of series A and four Share Rights of series B. The number of Share Rights that entitles to allocation of shares depends on the achievement of the financial key ratios and performance targets that apply for the respective series as follows:

Series A Allocation requires that the total shareholder return¹ (TSR) on MEKO's share shall exceed 0 percent during the period 1 April 2023 – 31 March 2026.

Series B Allocation requires that certain target levels are achieved relating to decrease of Net Debt/EBITDA² and growth in adjusted EBIT³ for the financial years 2023-2026. The board has determined a minimum level and a maximum level for each performance target. If the minimum levels are reached, the Share Rights entitle to approximately 25 percent allocation in series B. If the maximum levels are reached or exceeded, 100 percent allocation is awarded, i.e. each Share Right entitles to one share in MEKO. If the degree of achievement is between the minimum and the maximum levels, the outcome will be measured on a linear basis. If the minimum levels are not reached, no allocation will be made. MEKO intends to present the target levels and to what extent these have been achieved after the end of the program.

1 Including reversed dividends.

2 Excluding IFRS 16.

3 Reported EBIT adjusted for non-off items and goodwill amortization in MEKO AB.

Structure and handling

The board shall be responsible for the more detailed structure, administration and interpretation of the detailed terms to be applicable between MEKO and the participant of LTIP 2023 within the framework of the stipulated conditions and guidelines and with regards to the purpose of the program. The board shall be entitled to make adjustments to fulfil specific regulations or market prerequisites in other jurisdictions. In the event significant changes take place in the MEKO group or its business environment that were to result in the decided-upon conditions for allocation and the opportunity to exercise the Share Rights under LTIP 2023 no longer being practicable, the board shall have the right to make other adjustments. Before the number of shares that are to be allocated according to the Share Rights is finally determined, the board shall assess if the outcome of LTIP 2023 is reasonable. This assessment shall be made in relation to MEKO's financial result and position, the conditions in the stock market, and in general. If the board as a result of its assessment finds that the outcome is not reasonable, the board shall reduce the number of shares to be allocated.

Scope

The maximum number of shares in MEKO that can be allocated under LTIP 2023 shall be limited to 340,000 (including compensation for dividends, if any), which corresponds to approximately 0.6 percent of the total number of shares and votes in the company. Based on the more detailed conditions decided by the board, the number of shares covered by LTIP 2023 shall be subject to adjustment in the event MEKO carries out a bonus issue, share split or reverse share split, rights issue or similar measures, while considering customary practice for corresponding incentive programs.

Hedge measures

MEKO intends to enter into an equity swap agreement with a bank to ensure the delivery of shares under the LTIP 2023, according to which the bank in its own name shall be able to purchase and transfer shares in MEKO to the participants in accordance with LTIP 2023.

Costs for the program

The Share Rights cannot be pledged or transferred to others. However, an estimated value of each Share Right can be calculated. The board has estimated the average value of each Share Right to

SEK 91.80. The estimate is based on the closing price of the MEKO share on 30 March 2023 (SEK 120.00). The total cost for LTIP 2023 is estimated to approximately MSEK 18.4 (including costs for social security contributions of approximately MSEK 6.0, and administration costs for transferring shares through an equity swap agreement estimated to MSEK 1.2), based on the assumptions that all persons who have been offered to participate in the plan participates and that they make a maximum investment, an average achievement of the performance targets of 50 percent, an annual employee turnover of 10 percent, an annual increase in the share price by 10 percent, and average social security contributions of 30 percent. With an assumption of achievement of the performance targets of 100 percent, the total cost is instead expected to approximately MSEK 25.5 (including costs for social security contributions of approximately MSEK 8.5 and administration costs for transfer of shares through an equity swap agreement are estimated to MSEK 1.2), which, on an annual basis, corresponds to approximately 0.8 percent of MEKO's total personnel costs for the financial year 2022. The costs will be booked as personnel costs in the income statement over the vesting period in accordance with IFRS 2 Share-based Payment. Social security contributions will be expensed in the income statement in accordance with Swedish Financial Accounting Board Pronouncement UFR 7 during the vesting period. The size of these costs will be calculated based on MEKO's share price growth during the vesting period and the allocation of Share Rights.

Effects on important key ratios

On a pro forma basis for 2022, an annual cost of MSEK 6.1 for LTIP 2023 corresponds to a negative effect of approximately 0.1 percentage points on MEKO's operating margin and a decrease in earnings per share by approximately SEK 0.15. However, the board believes that the positive effects on MEKO's financial results that are expected to arise through an increase in the participants' shareholdings and the opportunity for additional allocation of shares under the program exceed the costs related to LTIP 2023.

Preparation of the proposal

LTIP 2023 has been prepared by MEKO's remuneration committee and board and was drafted in consultation with external advisors.

Other incentive programs in MEKO

There are three outstanding share-based incentive programs in MEKO, LTIP 2020, LTIP 2021 and LTIP 2022. During 2022, the program of 2019 was ended. For more information, please see the company's website and annual report for 2022.

Item 20 – Acquisition and transfer of own shares

A. Acquisition of own shares

The board proposes that the meeting authorizes the board, for the period until the next annual general meeting, on one or several occasions, to resolve on acquisitions of the company's own shares as follows:

- The company may acquire a maximum number of shares so that the company's holding, at any time, does not exceed 10 per cent of all shares in the company.
- The shares may be acquired on Nasdaq Stockholm at a price per share at each time within the prevailing price interval for the share (i.e., the interval between the highest purchase price and lowest selling price).
- Payment for the shares shall be made in cash.

B. Transfer of own shares

The board further proposes that the meeting authorizes the board, for the period until the next annual meeting, on one or several occasions, to resolve on transfers of the company's own shares in connection with or due to acquisition as follows:

- All shares held by the company at the time of the board's decision may be transferred.
- The shares may be transferred with deviation from the shareholders' preferential right.
- The shares may be transferred on Nasdaq Stockholm at a price per share within the prevailing price interval for the share. Transfers may also be conducted outside Nasdaq Stockholm. Payment for shares transferred outside Nasdaq Stockholm shall be made in cash, through contribution in kind or by a set-off of company debt, and the price shall be determined so that the transfer takes place on market terms.

The purpose of the above authorizations regarding acquisition and transfer of own shares, and the reason for the deviation from the shareholders preferential right, is to enable the company to adjust the company's capital structure and thereby contribute to increased shareholder value as well as to use repurchased shares as payment in connection with any company and business acquisitions or for financing such acquisitions.

Item 21 – Transfer of own shares due to share-based incentive programs

In 2019, MEKO, with the support of an authorization from the general meeting, repurchased own shares in order to secure the delivery of shares under the 2018 share-based incentive program. For programs thereafter, the company has entered into a share swap agreement with a bank for the hedging of shares. MEKO holds 79,243 repurchased own shares that have not been transferred. The board makes the assessment that it is to the company's advantage if these shares can be used for delivery in ongoing programs, as a supplement to a share swap agreement.

The board therefore proposes that the annual general meeting resolves that MEKO transfer shares in the company as follows.

- A maximum of 79,243 shares may be transferred.
- The shares may be transferred to participants in ongoing LTIP-programs (LTIP 2022, 2021 and 2020) who, according to the terms for the relevant LTIP-program, 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 the relevant LTIP-program are entitled to be allocated shares.

The reason for the deviation from the shareholders' preferential rights is that the transfer of shares is part of the execution of ongoing LTIP-programs.

Item 22 – Authorization for the board to decide on new issue of shares

The board proposes that the meeting authorizes the board, for the period until the next annual general meeting, at one or several occasions, with preferential rights for the shareholders, or with deviation from shareholder preferential rights, to resolve upon new issues of a maximum of 5,641,662 shares. Such decision on new issue may include provisions that payment, in addition to cash payment, may be made in contribution kind, through set-off or as else is set forth in chapter 13 paragraph 5 section 1 item 6 of the Swedish Companies Act. The purpose of the authorization is to enable MEKO to issue shares as payment in relation to acquisitions of companies or parts of companies and/or of assets, which the board deems to add value to the business of the MEKO group,

and to be able to raise capital for such acquisitions. A new issue made under the authorization and which is made without the shareholders' preferential rights shall take place on market terms. The board, the CEO or any person empowered by the board, is further authorized to make minor amendments to the resolution set out above to the extent necessary in connection with the filing of requisite documents with the Swedish Companies Registration Office.

Special majority requirements

A resolution in accordance with items 11, 20 and 22 require support of shareholders with at least two-thirds of the number of votes and shares represented at the meeting to be valid.

A resolution in accordance with item 21 require support of shareholders with at least nine-tenths of the number of votes and shares represented at the meeting to be valid.

The introduction of LTIP 2023, according to item 19, requires that the decision be supported by shareholders representing more than half of the votes cast at the meeting.

Documents

The nomination committee's proposal and motivated statement, and information on the proposed board members, can be found on www.meko.com. The annual report, the auditor's report, the auditor's statement on the guidelines for remuneration of senior executives, the board's statement regarding dividend and acquisition of own shares as well as the board's remuneration report and the proposed articles of association, will be available at www.meko.com and at the company at Solnavägen 4 in Stockholm, no later than three weeks before the meeting. In respect of the other items, complete proposals are provided under the respective item in this notice. The documents will be sent upon request to shareholders who have provided their postal or e-mail address. Such request can be made by phone to +46 (0)8 402 90 47.

Shareholders' right to receive information

At the annual general meeting, the board and CEO shall, if any shareholder so requests and if the board is of the opinion that it can be done without causing material harm to the company, provide information regarding circumstances that affect the assessment of an item on the agenda, conditions that may affect the assessment of the company's or a subsidiary's financial situation, and/or the company's relationship to other group companies.

Shareholders that want to submit questions in advance may do so by e-mail to ir@meko.com or by mail to MEKO AB, "AGM", Box 195 42, 104 32 Stockholm. Questions must be received by MEKO no later than 13 May 2023.

Shares and votes

The total number of shares and votes in the company on the day this notice was issued was 56,416,622, of which the company owns 79,243 treasury shares that may not be represented at the meeting.

Processing of personal data

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Stockholm, April 2023
MEKO AB
The board of directors

This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.