

## The nominating committee's motivating statement regarding the proposal for directors of the board of in Mekonomen Aktiebolag (publ)

The nominating committee of Mekonomen Aktiebolag (publ) ("Mekonomen") consists of Göran Ennerfelt, chairman, (Axel Johnson AB and subsidiaries), Johan Lannebo (Lannebo Fonder AB), Åsa Nisell (Swedbank Robur fonder) and Eva Fraim Pålman. The chairman of the board of directors Fredrik Persson is co-opted to the nominating committee.

The nominating committee proposes the re-election of the board directors Antonia Ax:son Johnson, Kenny Bräck, Anders G Carlberg, Wolff Huber, Fredrik Persson, Helena Skåntorp and Marcus Storch. The nominating committee also proposes re-election of Fredrik Persson as chairman of the board of directors.

The nominating committee, which concurs with the opinion of the preceding nominating committee, deems all seven proposed board members to be very well suited to form the board of directors of Mekonomen for the coming term of office.

The nominating committee is of the opinion that the board of directors with the proposed board members will have an appropriate composition with regard to the operations, phase of development and other relevant circumstances pertaining to the company. A basis for the proposal has been that the composition of the board of directors shall reflect and provide for such knowledge and experience that the company's strategic development and operation may demand. It is the opinion of the nominating committee that the composition of the board of directors is well adapted to meet such demands of the business activities of the company.

The nominating committee has deliberated on the issue of independency of the board members. The nominating committee is of the opinion that the proposal for the composition of the board of directors meets the requirements in the Swedish Code of Corporate Governance regarding the independency of the directors of the board.

All of the proposed board members are to be considered as independent with respect to the company and its management. The proposed composition of the board of directors also meets the requirement that at least two of the board members who are independent with respect to the company and its management shall also be independent with respect to the major shareholders of the company.

Further, on the issue of directors' independence, such circumstances set out in section 4.4 second paragraph points 1 through 7 and in section 4.5 second paragraph first sentence of the Code of Corporate Governance do not exist regarding any of the proposed directors who are considered to be independent in relation to the company and its management and/or major shareholders.

The nominating committee has gathered the following information concerning the board members proposed for re-election.

### Antonia Ax:son Johnson (1943)

Member of the board since:	2006
Holdings in Mekonomen:	8,951,958 shares (indirectly)
Main education:	Bachelor's degree, University of Stockholm
Other assignments:	<b>Chairman</b> of Axel Johnson AB and the Axel and Margaret Ax:son Johnson Foundation. <b>Vice chairman</b> of Nordstjernan AB and senior vice chairman of the Upplands Väsby Municipal Executive Board. <b>Director</b> of Axel Johnson Inc., AxFast AB, Axfood AB (publ), the Axel

and Margaret Ax:son Johnson Foundation for Public Service and NCC AB (publ).

Antonia Ax:son Johnson is independent in relation to the company and company management, but not independent in relation to major shareholders of the company.

Kenny Bräck (1966)

Member of the board since: 2007  
Holdings in Mekonomen: 1,000 shares  
Main education: High/Upper secondary school education  
Other assignments: Self-employed and previously a professional race driver

Kenny Bräck is independent with respect to the company, company management and major shareholders of the company.

Anders G Carlberg (1943)

Member of the board since: 2006  
Holdings in Mekonomen: None  
Main education: MBA, University of Lund  
Other assignments: **Chairman** of Herenco AB and Höganäs AB. **Director** of AxFast AB, Axel Johnson Inc., Beijer Alma AB, Sapa AB, Svenskt Stål AB (SSAB), Sweco AB and Säki AB.

Anders G Carlberg is independent with respect to the company and company management, but not independent with respect to major shareholders of the company.

Wolff Huber (1942)

Member of the board since: 2006  
Holdings in Mekonomen: None  
Other assignments: Former managing director of Bil Sweden, Volvo Car Europe and IBM Svenska AB

Wolff Huber is independent with respect to the company, company management and major shareholders of the company.

Fredrik Persson (1968)

Member of the board since: 2006  
Holdings in Mekonomen: 1,000 shares  
Main education: MBA, Stockholm School of Economics and studies at Wharton School, USA.  
Other assignments: **Chairman** of Axfood AB (publ), Axstores AB, Servera R&S AB and SvenskBevakningsTjänst AB. **Vice chairman of** Svensk Handel. **Director** of AxFast AB, Axel Johnson International AB, Lancelot Holding AB, Novax AB, Svenska Handelsbanken Region Stockholm and the Confederation of Swedish Enterprise.

Fredrik Persson is independent in relation to the company and company management, but not independent in relation to major shareholders of the company.

Helena Skåntorp (1960)

Member of the board since: 2004  
Holdings in Mekonomen: 2,000 shares  
Main education: MBA, University of Stockholm  
Other assignments: **Director** of 2E Group AB, Lernia AB and ÅF AB (publ).

Helena Skåntorp is independent with respect to the company, the company management and major shareholders of the company.

Marcus Storch (1942)

Member of the Board since: 2006  
Holdings in Mekonomen: None  
Main education: Master of Engineering, KTH, Medicine Dr h.c.  
Other assignments: **Chairman** of the Nobel Foundation and the Min Stora Dag foundation. **Vice Chairman** of Axel Johnson AB and Axfood AB (publ). **Director** of NCC AB (publ) and Nordstjernan AB. **Member** of the Royal Swedish Academy of Sciences and Royal Swedish Academy of Engineering Sciences (IVA).

Marcus Storch is independent in relation to the company and company management, but not independent in relation to major shareholders of the company.

-----

Stockholm in March 2011

The Nominating Committee – Mekonomen Aktiebolag (publ)

Göran Ennerfelt  
chairman

Johan Lannebo

Åsa Nisell

Eva Fraim Pålman

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