

## **The Nomination Committee's proposal and statement for the Extraordinary General Meeting in MEKO**

### **MEKO's Nomination Committee**

In accordance with the current instructions for the Nomination Committee, the following members have been convened to form the Nomination Committee ahead of the Extraordinary General Meeting 2024 as well as the Annual General Meeting 2025:

- Matthew McKay, appointed by LKQ Corporation, chairman of the Nomination Committee
- Magnus Sjöqvist, Swedbank Robur Fonder
- Thomas Wuolikainen, Fjärde AP-fonden
- Mats Hellström, Nordea Fonder AB
- Helena Skåntorp, co-opted member of the Nomination Committee in the capacity of board member of MEKO

### **The Nomination Committee's work ahead of the Extraordinary General Meeting**

The Annual General Meeting 2024 resolved that the Board should consist of the following members: Dominick Zarcone (chairman), Eivor Andersson, Kenny Bräck, Magnus Håkansson, Michael Løve, Robert Reppa and Helena Skåntorp. After the annual general meeting, Michael Løve resigned as board member, at his own request, to fully focus on his role as CEO of the Danish energy company OK. Therefore, the Nomination Committee initiated a process to find a replacement. In this process, a well-renowned recruitment firm was engaged to find candidates.

In its work, the Nomination Committee has discussed the Board's composition, competencies and size. The Nomination Committee has taken part of the chairman's report on the group's operations and on how the Board's work has been conducted. Further, the Committee has talked to board members as well as the CEO.

The Nomination Committee's work has resulted in a proposal that strengthens the Board's competence through two new members with solid industrial and financial backgrounds considered to match MEKO's operations and strategy. The Committee has interviewed the proposed candidates and evaluated their competencies, individually as well as collectively with the members elected at the Annual General Meeting. The proposal complies with the provisions regarding number of board members stipulated in MEKO's articles of association.

The Nomination Committee has held six meetings in addition to further contacts between meetings.

### ***The Nomination Committees motivated statement***

Based on the work and evaluation performed, the Nomination Committee proposes that Jörn Werner and Marie Björklund be elected as new board members of MEKO.

Jörn Werner, born 1961, is a successful leader with extensive experience in the independent automotive aftermarket as well as in adjacent business areas such as trade and industry. He has,

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among other roles, served as CEO of Ceconomy AG (formerly Metro AG), one of Europe's largest companies in consumer electronics. He has also been CEO of A.T.U. Group, Germany's leading company in car service and accessories, as well as CEO of Conrad Electronics SE. In addition, Jörn Werner has held senior management positions within Berner Group and Robert Bosch GmbH. Jörn Werner holds a Diplom Kaufmann degree (MBA) from the University of Hamburg, complemented by studies in business psychology.

Marie Björklund, born 1978, is an experienced Chief Financial Officer with a career spanning both consumer and business-oriented sectors. She is currently CFO of the consultancy firm Knowit, listed on Nasdaq Stockholm, where she has led initiatives such as acquisitions, system implementations and reorganizations. Previously, she held the same position at the e-commerce company Lyko and has held leading roles at the beauty company Kicks, the HVAC services group Dahl International, and Crédit Agricole. Marie Björklund has a background as an auditor. She holds a master's degree in economics from Uppsala University.

In its work, the Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy and has particularly considered the requirement to strive for gender balance on the Board. The Committee is of the opinion that the Board will have an appropriate size and composition, with experience and competencies in the independent automotive aftermarket, trade, industry, finance, accounting, compliance, marketing, and strategic development work in publicly listed companies operating in industries undergoing transformation. The Committee assesses that the board members possess complementary skills that are considered important for MEKO's operations and development, both in the short and long term, while also achieving a more balanced gender distribution than before.

The Nomination Committee considers the proposed new members to be independent in relation to the company and its management, as well as in relation to MEKO's major shareholders. The Committee assesses that the Board meet the requirements in the Swedish Corporate Governance Code regarding independence.

### **The Nomination Committee's proposals**

In view of the above, the Nomination Committee submits the following proposals to the Extraordinary General Meeting.

### **Chair of the Extraordinary General Meeting**

The Nomination Committee proposes that the Vice Chairman of the Board Helena Skåntorp is appointed chair of the Extraordinary General Meeting, or in her absence, any person appointed by the Nomination Committee.

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## Election of board members and fees

The Nomination Committee proposes that:

- the Board shall consist of eight meeting-elected members, and
- election of Jörn Werner and Marie Björklund as new directors of the Board.

If the Extraordinary General Meeting resolves in accordance with the proposal, the Board will consist of Dominick Zarcone (chairman), Eivor Andersson, Kenny Bräck, Magnus Håkansson, Robert Reppa and Helena Skåntorp, elected at the Annual General Meeting 2024, as well as Jörn Werner and Marie Björklund.

The proposed board members are presented in more detail on [www.meko.com](http://www.meko.com).

The Nomination Committee further proposes that the proposed directors receive a board fee corresponding to the annual fee of SEK 375,000 per board member, according to the resolution of the Annual General Meeting 2024 but reduced in proportion to the actual mandate period.

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Stockholm, November 2024  
The Nomination Committee of MEKO AB

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