

## **The nomination committee's report, motivated statement and proposals ahead of MEKO's 2024 annual general meeting**

### ***The composition of the nomination committee and report on its work***

The nomination committee of MEKO AB shall, according to the resolution by the 2023 annual general meeting (AGM), consist of members appointed by the four largest shareholders, who wish to participate, based on owner statistics from Euroclear Sweden as per 31 August 2023.

MEKO's nomination committee ahead of the 2024 AGM was presented on 26 September 2023 and consists of:

- Dominick Zarcone (appointed by LKQ Corporation, committee chair),
- Magnus Sjöqvist (Swedbank Robur Fonder),
- Thomas Wuolikainen (Fjärde AP-fonden),
- Erik Nordström (Didner & Gerge Fonder) and
- Helena Skåntorp, who is co-opted member of the nomination committee in the capacity of board member of MEKO.

Ahead of the 2024 AGM, the nomination committee has worked on presenting proposals regarding the AGM chair, the number of board members and the composition of the board, the election of the auditor, as well as its fees and compensation.

As informed on MEKO's website, shareholders have been able to submit proposals to the nomination committee. No such proposals have been submitted.

The nomination committee has held six meetings in addition to further contacts between meetings. The nomination committee has taken part of the chairman's report on the group's operations and on how the board's work was conducted during the year. Further, the committee has interviewed all board members and the CEO, and has also taken part of the overall evaluation made of the board's work. The committee has also had interviews with the proposed new directors of the board. Further, the committee has evaluated the board fees and compensation and the result of the audit committee's evaluation on auditors for the audit 2024.

### ***The nomination committees motivated statement***

Based on the work and evaluation performed, the nomination committee considers that the board is well functioning. Robert M. Hanser, Joseph M. Holsten and Justin Jude have announced that they are not available for re-election. The nomination committee proposes the re-election of Eivor Andersson, Kenny Bräck, Magnus Håkansson, Michael Løve and Helena Skåntorp. In addition, the nominating committee proposes that Dominick Zarcone and Robert S. Reppa be elected as new directors of the board.

Dominick Zarcone possesses extensive expertise in the independent auto aftermarket and has held key leadership positions at LKQ Corporation since 2015, including his current role as President and CEO, with his term set to end on June 30, 2024. Prior to his CEO appointment in 2017, he was LKQ's Executive Vice President and CFO. He currently serves as a director of LKQ and will also be included on the slate of directors nominated for election at LKQ's annual meeting in May 2024. Additionally, Mr. Zarcone has a strong financial leadership background as the former Managing Director and CFO of Baird Financial Group and Chief Operating Officer of the Investment Banking Group at Robert W. Baird & Co. He earned his MBA from the University of Chicago.

Robert S. Reppa boasts an impressive background as a leader in several major companies, with extensive experience in the automotive aftermarket. He has held various prominent positions at LKQ

Corporation, where he serves as Senior Vice President Strategy and Innovation since 2017. Prior to this, he notably worked for several years at the leading management consulting firm Booz & Company (formerly Booz Allen Hamilton), where he was Vice President and Partner between 2008 and 2011. Robert S. Reppa holds a Master of Science Electrical and Computer Engineering from the University of Illinois and an MBA from the University of Chicago.

The nomination committee is of the opinion that the proposed board has an appropriate size and composition, and that the proposed members have competencies that complement each other, and which are considered important for managing MEKO.

In its work, the nomination committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy.

The nomination committee considers that the proposed composition is characterized by versatility and breadth regarding such qualifications, experiences, and background that MEKO's strategic development and operations may demand. Of the proposed directors, two are women and five are men. The committee wishes to note that the proposed board does not achieve the long-term goal set by the Swedish corporate governance board (of a 40 percent share of seats for the less represented gender). The committee is however of the opinion that gender balance is a highly important issue and intends to continue its work in this respect in the coming years.

The committee assesses that the proposed board members meet the requirements in the Swedish Corporate Governance Code regarding independence.

The nomination committee has further evaluated the compensation to the board in relation to companies of similar size and complexity and considered the cost of the compensation per person and in total. Based on this evaluation, and the need to be competitive to attract and retain qualified board members, the committee considers an increase being reasonable and well justified.

### ***The nomination committee's proposals***

In the view of the above, the nomination committee submits the following proposals to MEKO's 2024 AGM:

#### ***AGM chair***

The nomination committee proposes that the vice chairman of the board Helena Skåntorp is appointed AGM chair, or in her absence, any person appointed by the nomination committee.

#### ***Election of board members***

The nomination committee proposes that:

- the board shall consist of seven meeting-elected members (2023: eight),
- re-election of directors: Eivor Andersson, Kenny Bräck, Magnus Håkansson, Michael Løve and Helena Skåntorp,
- election of Dominick Zarcone and Robert S. Reppa as new directors and
- election of Dominick Zarcone as new chairman of the board.

As mentioned above, Joseph M. Holsten, Robert M. Hanser and Justin Jude have declined re-election at the 2024 AGM.

The proposed board members are presented with additional details on [www.meko.com](http://www.meko.com).

### ***Board fees, compensation for committee work, and auditor fee***

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

- SEK 810,000 to the chairman of the board (2023: 775,000),
- SEK 515,000 to the vice chairman (2023: 495,000),
- SEK 375,000 to each of the other directors appointed by the AGM (2023: 360,000),
- SEK 180,000 to the chairman of the audit committee (2023: 150,000),
- SEK 75,000 to each of the other members of the audit committee (2023: 60,000),
- SEK 80,000 to the chairman of the remuneration committee (2023: 60,000) and
- SEK 40,000 to each of the other members of the remuneration committee (2023: 30,000).

Further, the nomination committee proposes auditor's fee in accordance with approved account.

### ***Election of auditor***

The nomination committee proposes the election of the auditing firm Ernst & Young Aktiebolag (EY) as MEKO's auditor for the period until the end of the 2025 annual general meeting. The auditing firm has informed, subject to the approval by the annual general meeting, that Henrik Jonzén will be the auditor in charge. The proposal is consistent with the audit committee's recommendation.

MEKO has carried out a tender procedure for the election of auditor. In an overall assessment, where special emphasis was placed on selection criteria such as audit methodology, efficiency, accuracy and use of digital tools, as well as the size of the audit fee, the audit committee has concluded that EY is deemed to have the most attractive offer to meet MEKO's needs and requirements. The audit committee therefore resolved to recommend election of EY as auditor for the period until the end of the 2025 annual general meeting. Other auditing firms were also given the opportunity to participate. The audit committee has confirmed that the recommendation is free from third party influence and that it is not the result of any conditions restricting the choice of auditors.

### ***Instruction for the nomination committee***

The 2023 AGM adopted an instruction for the nomination committee's composition and work to apply until further notice. The nomination committee has evaluated the current instruction and proposes no changes to the instruction.

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Stockholm, March 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.*