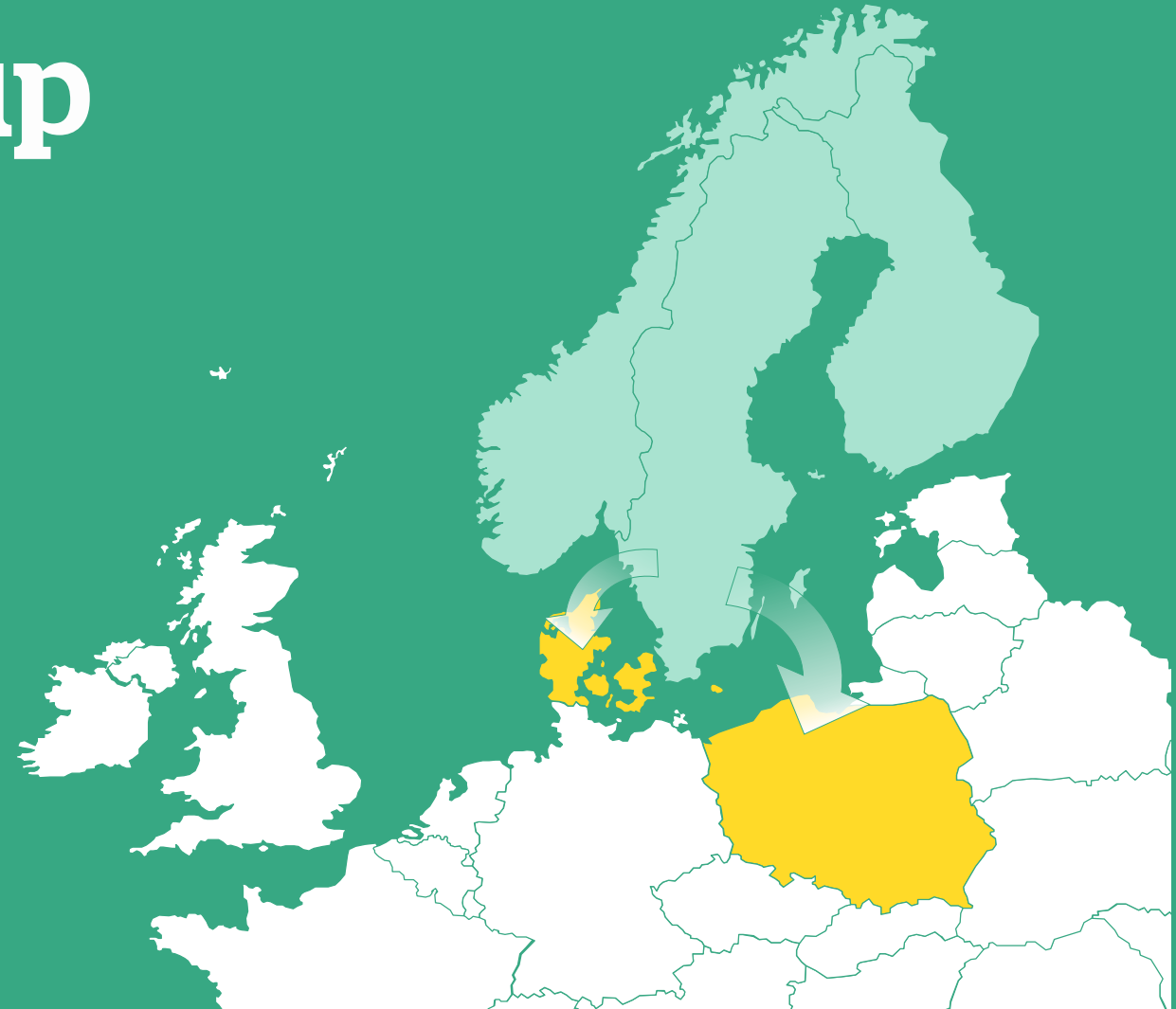


# Mekonomen Group

Mekonomen Group has entered into an agreement to acquire FTZ and Inter-Team to expand operations into Denmark and Poland

July 6, 2018



# Disclaimer

The contents of this presentation document (“**Presentation**”) regarding Mekonomen AB (publ) (the “**Company**”) is provided for use by the intended recipient for information purposes only and may not be reproduced or redistributed in whole or in part to any other person. The Presentation is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to acquire any shares or other securities in the Company (“**Securities**”). By attending a meeting where the Presentation is presented, or by reading the Presentation slides, you agree to be bound by the following terms, conditions and limitations:

The information contained in the Presentation has not been independently verified. No representation or warranty (express or implied) is made as to the accuracy or completeness of any information contained herein, and it should not be relied upon as such. The Company does not intend to, and do not assume any obligation to, update the Presentation. Neither the Company nor any of its affiliates or any such person’s directors, officers, employees, advisors or representatives (collectively the “**Representatives**”) shall have any liability whatsoever arising directly or indirectly from the use of the Presentation. The content of the Presentation is not to be construed as legal, credit, business, investment or tax advice.

The Presentation may not be used for the purpose of, and does not constitute, an offer to sell, or a solicitation of an offer to buy or apply for, any Securities of the Company, in any jurisdiction. In particular, neither the Presentation nor any copy of it is being issued, and nor may the Presentation nor any copy of it nor the information contained herein be distributed directly or indirectly, to or into Australia, Canada, Japan or the United States (or to any U.S. person (as defined in Rule 902 of Regulation S under the Securities Act)), or to any other jurisdiction in which such distribution would be unlawful, except as set forth herein and pursuant to appropriate exemptions under the laws of any such jurisdiction. Neither the Company nor any of its Representatives, have taken any actions to allow the distribution of the Presentation in any jurisdiction where action would be required for such purposes. The distribution of the Presentation may be restricted by law in certain jurisdictions, and persons into whose possession the Presentation comes should inform themselves about, and observe, any such restriction. Any failure to comply with such restrictions may constitute a violation of the applicable securities laws of any such jurisdiction. Neither the Company nor any of its Representatives shall have any liability (in negligence or otherwise) for any loss howsoever arising from any use of the Presentation or its contents or otherwise arising in connection with the Presentation.

The Presentation does not constitute a prospectus as defined in Directive 2003/71/EC of 4 November 2003, as amended, (the “Prospectus Directive”), in whole or in part and is not required to constitute a prospectus as defined in the Prospectus Directive or the EC Commission Regulation No. 809/2004, nor with any national rules and regulations relating to prospectuses, including but not limited to the Swedish Financial Instruments Trading Act.

Certain information contained in the Presentation, including any information on the Company’s plans or future financial or operating performance and other statements that express the Company’s management’s expectations or estimates of future performance, constitute forward-looking statements (when used in this document, the words “anticipate”, “believe”, “estimate” and “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements). Such statements are based on a number of estimates and assumptions that, while considered reasonable by management at the time, are subject to significant business, economic and competitive uncertainties. The Company cautions that such statements involve known and unknown risks, uncertainties and other factors that may cause the actual financial results, performance or achievements of the Company to be materially different from the Company’s estimated future results, performance or achievements expressed or implied by those forward-looking statements.

# Today's presenters



**Pehr Oscarson**  
President & CEO

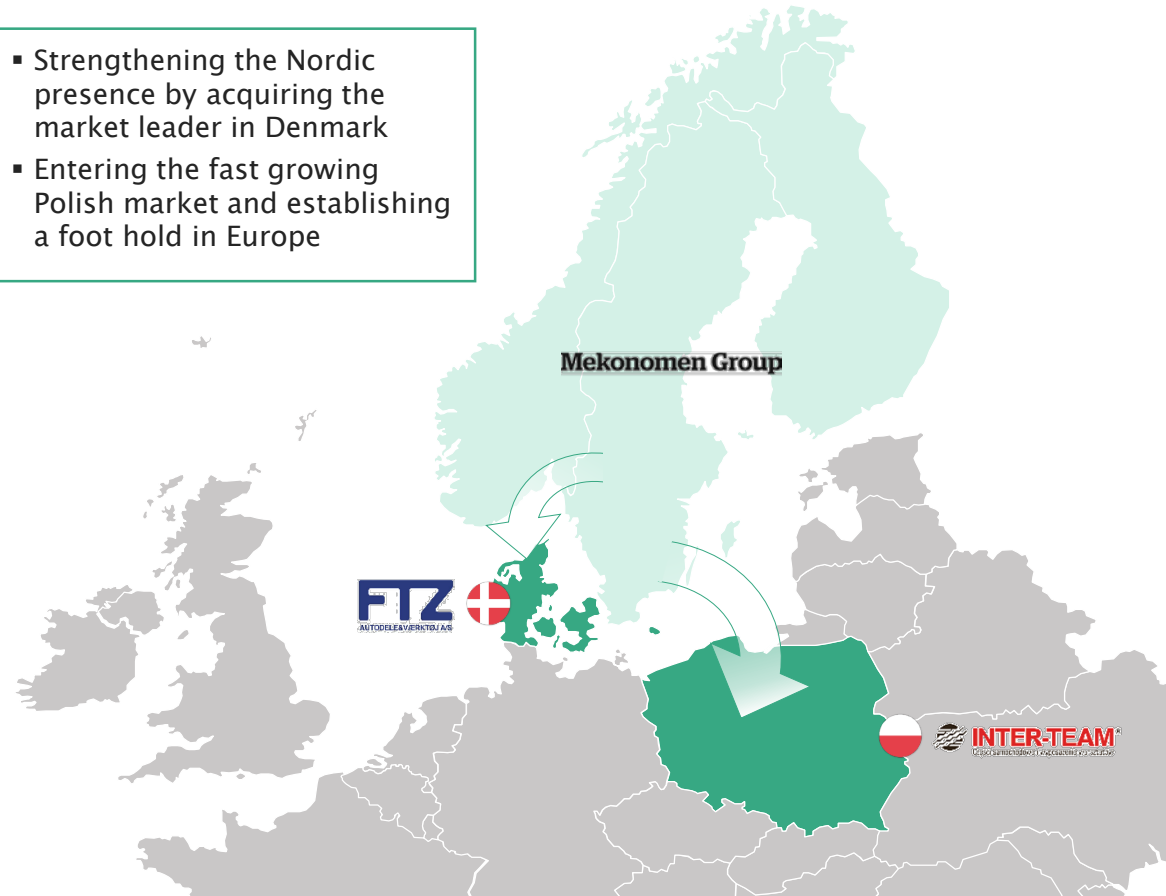


**Åsa Källenius**  
CFO

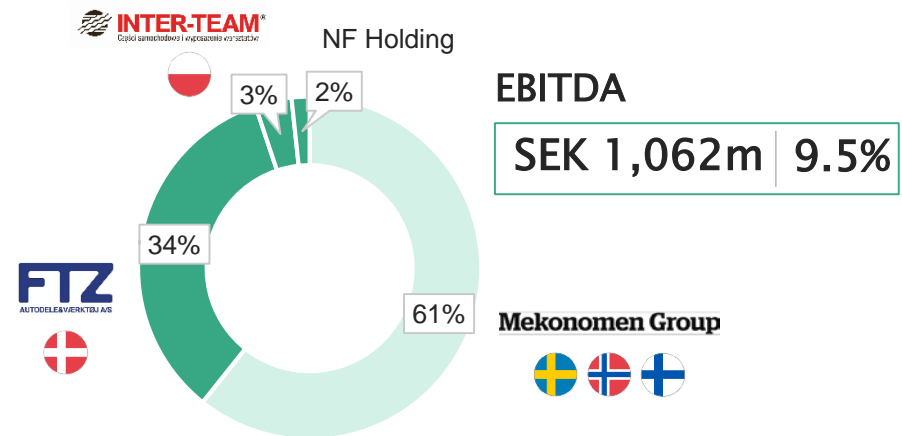
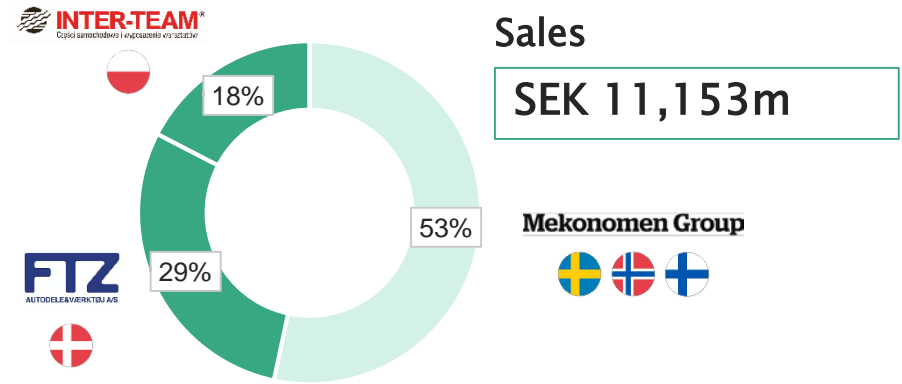
# The new Mekonomen – Significant growth through geographic expansion

## Geographic presence

- Strengthening the Nordic presence by acquiring the market leader in Denmark
- Entering the fast growing Polish market and establishing a foot hold in Europe



## Illustrative combined sales and EBITDA<sup>(1)</sup>



1) Illustrative combined sales and EBITDA for Mekonomen AB (publ) for the period April 2017–March 2018, FTZ Autodele & Værktøj A/S (“FTZ”) for the period June 2017–May 2018, Nordic Forum Holding A/S (“NF Holding”) for the period June 2017–May 2018, INTER–TEAM Sp.z.o.o. (“Inter–Team”) for the period June 2017–May 2018. The EBITDA for NF Holding will be passed on to Mekonomen also if the NF Holding company is not acquired in a separate transaction, due to management service fees no longer being paid to Holding in the case Mekonomen do not acquire NF Holding. NF Holding subsidiaries Hellanor A/S and UCANDO GmbH are outside of the transaction perimeter and hence not included. The financial information for FTZ, Inter–Team and NF Holding is based on preliminary financial information from the companies’ internal accounting systems in EUR and converted to SEK with an exchange rate (EUR/SEK) of 10.27

# FTZ – The market leader in Denmark

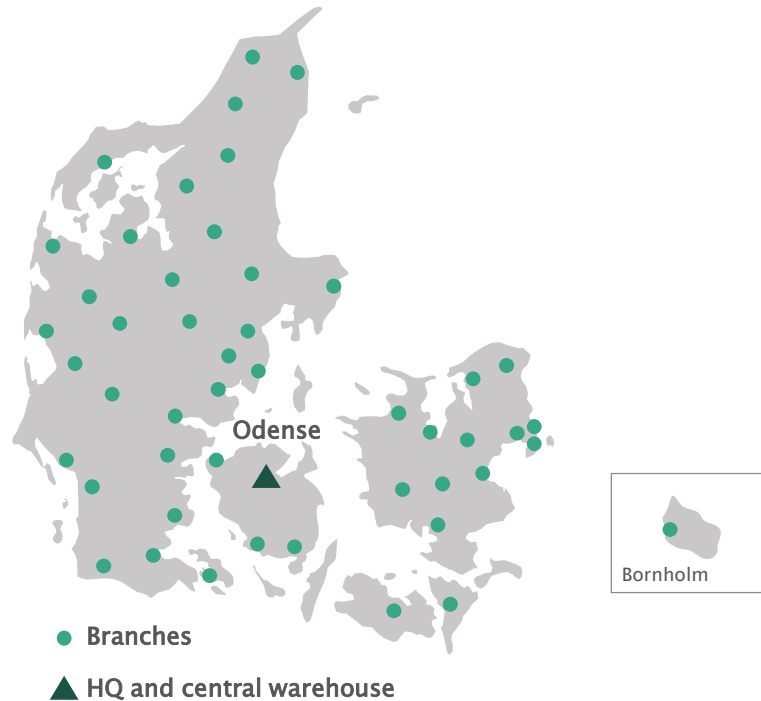


|                              |                            |                                    |                             |
|------------------------------|----------------------------|------------------------------------|-----------------------------|
| <b>Odense, Denmark</b><br>HQ | <b>~1,150</b><br>Employees | <b>~920</b><br>Franchise workshops | <b>~11,000</b><br>Customers |
|------------------------------|----------------------------|------------------------------------|-----------------------------|

|   |   |
|---|---|
| <b>1–2%</b><br>Market growth <sup>(1)</sup><br>CAGR 17A–22E | <b>#1</b><br>Market position <sup>(1)</sup> |
|---|---|

|  |   |
|--|---|
| <b>SEK 3,262m</b><br>Sales<br>May 2018<br>LTM <sup>(2)</sup> | <b>11.1%</b><br>EBITDA margin<br>May 2018<br>LTM <sup>(2)</sup> |
|--|---|

**1962**  
Founded



Franchise workshop concepts

Dealer concept

Supported FTZ concept

1) Management estimate

2) Financial information for the period June 2017–May 2018 based on preliminary financial information from the company's internal accounting system in EUR and converted to SEK with an exchange rate (EUR/SEK) of 10.27

# Inter-Team – Well positioned to benefit from its strong private label offering in the fast growing Polish market

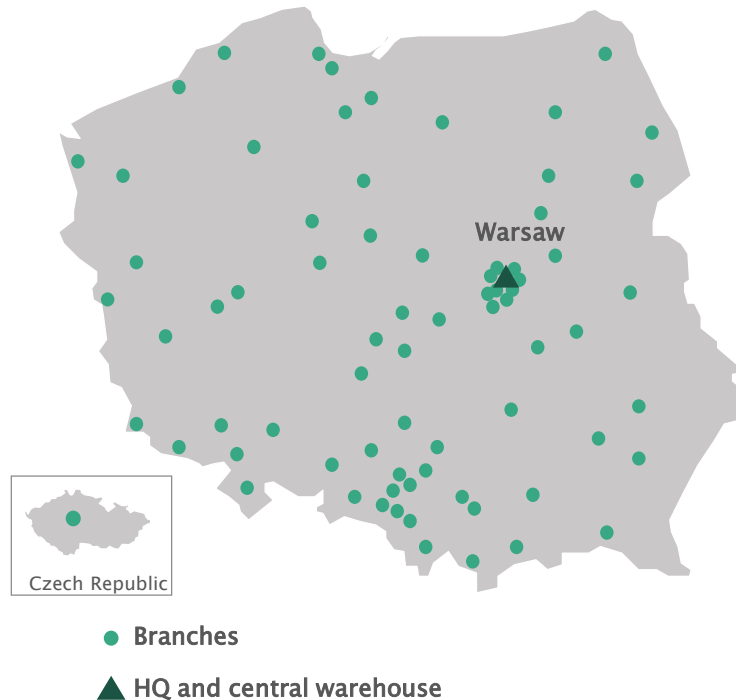


|                             |                     |                   |                      |
|-----------------------------|---------------------|-------------------|----------------------|
| <b>Warsaw, Poland</b><br>HQ | ~1,400<br>Employees | ~410<br>Workshops | ~28,500<br>Customers |
|-----------------------------|---------------------|-------------------|----------------------|



|   |                                      |
|---|--------------------------------------|
| ~5%<br>Market growth <sup>(1)</sup><br>CAGR 17A-22E | #4<br>Market position <sup>(1)</sup> |
|---|--------------------------------------|

|   |   |
|---|---|
| SEK<br>1,941 m<br>Sales<br>May 2018<br>LTM <sup>(2)</sup> | 1.9%<br>EBITDA margin<br>May 2018<br>LTM <sup>(2)</sup> |
|---|---|



|                 |               |
|-----------------|---------------|
| 1967<br>Founded | 35%<br>Export |
|-----------------|---------------|



### Workshop concepts



### Strong private label offerings

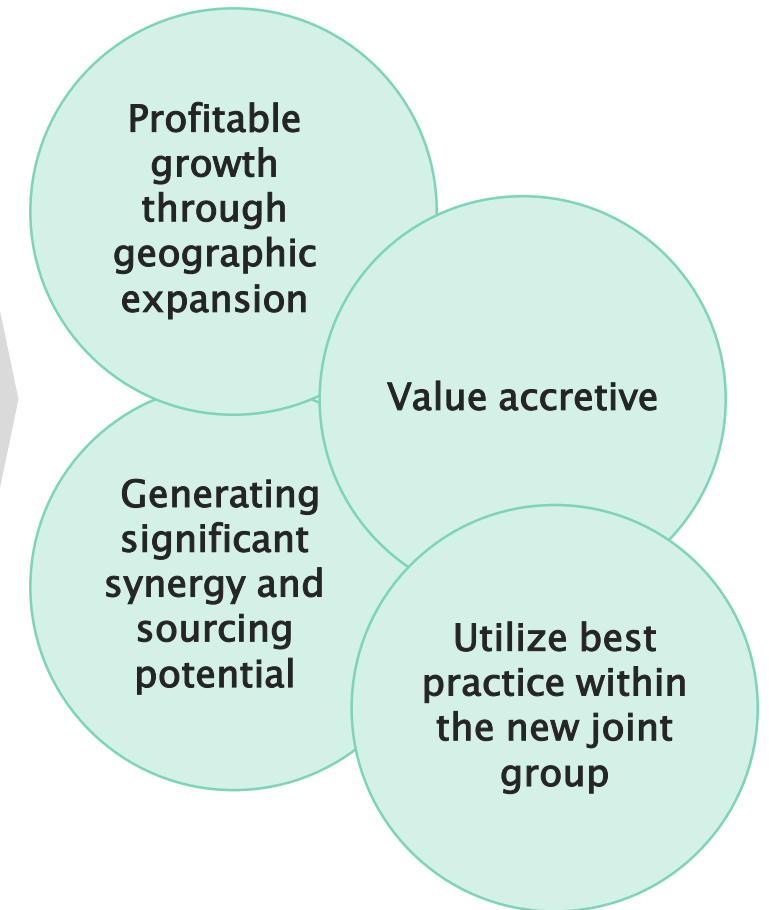



1) Management estimate

2) Financial information for the period June 2017–May 2018 based on preliminary financial information from the company's internal accounting system in EUR and converted to SEK with an exchange rate (EUR/SEK) of 10.27

# Strong strategic rationale

|   |   |   |
|---|---|---|
|  <p><b>FTZ</b><br/>AUTODELE&amp;VERKTÖJ AS</p>                           | ✓ | Clear market leader in Denmark                                      |
|   | ✓ | Proven logistics and sales platform enabling best-in-class offering |
|   | ✓ | Highly attractive financial track record                            |
|  <p><b>INTER-TEAM</b><br/>Części samochodowe i wyposażenie pojazdów</p> | ✓ | Strong position in high growth Polish market                        |
|   | ✓ | Extensive offering of high quality private label parts              |
|   | ✓ | Platform for future growth through increased market share           |



# Transaction terms

|                               |  |  |   |
|-------------------------------|--|--|---|
| <p><b>The acquisition</b></p> | <p><b>EUR 395m</b><br/><b>SEK 4,043m</b></p> <hr/> <p>Acquisition price<sup>(1)</sup></p>  | <p><b>9.7x</b></p> <hr/> <p>EV/EBITDA<br/>before synergies<sup>(2)</sup></p> | <p><b>7.8x</b></p> <hr/> <p>EV/EBITDA<br/>after synergies<sup>(3)</sup></p> |
| <p><b>Financing</b></p>       | <ul style="list-style-type: none"> <li>▪ Mekonomen has secured EUR 395m<sup>4)</sup> in bank financing in order to finance the acquisition             <ul style="list-style-type: none"> <li>▪ EUR 158m loan facility with a 5 –year maturity</li> <li>▪ Bridge facility of EUR 79m with a 12 –month maturity intended to be repaid by capital market debt and / or bank loans</li> <li>▪ Bridge facility of EUR 158m with a 12 –month maturity intended to be repaid with the preferential rights issue</li> </ul> </li> <li>▪ Fully guaranteed rights issue, to be approved by the EGM, planned for H2 2018 to maintain financial strength             <ul style="list-style-type: none"> <li>▪ Supported by largest shareholder LKQ</li> <li>▪ Rights issue standby underwriting agreement from Nordea and SEB for the remaining portion</li> </ul> </li> <li>▪ Transaction costs for the acquisition and the rights issue are estimated at SEK 75m</li> </ul> |  |   |
| <p><b>Timetable</b></p>       | <ul style="list-style-type: none"> <li>▪ Closing of the acquisition of FTZ and Inter –Team expected in Q3 2018, subject to regulatory approval in Poland</li> <li>▪ Rights issue expected to be completed during H2 2018</li> <li>▪ Closing of the acquisition of Nordic Forum Holding is expected to take place later in 2018</li> </ul>  |  |   |

1) EV of EUR 395m translated to SEK with exchange rate (EUR/SEK) of 10.24 on 5 July 2018

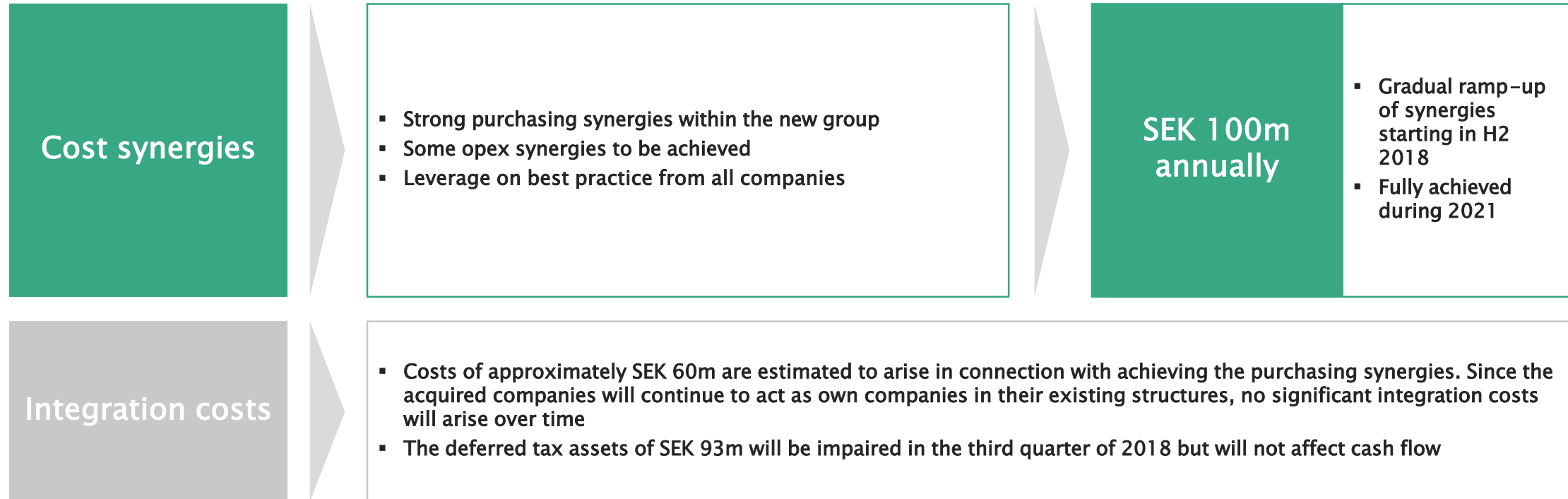
2) EV of EUR 395m and FTZ, Inter–Team and NF Holding combined EBITDA (June 2017–May 2018) of EUR 41m (The financial information is based on preliminary financial information from the companies' internal accounting systems in EUR and converted to SEK with an exchange rate (EUR/SEK) of 10.27.)

3) EV of EUR 395m and FTZ, Inter–Team and NF Holding combined EBITDA (June 2017–May 2018) of EUR 41m and assuming full impact annual estimated synergies of SEK 100m (The financial information is based on preliminary financial information from the companies' internal accounting systems in EUR and converted to SEK with an exchange rate (EUR/SEK) of 10.27)

4) The total secured bank financing is EUR 405m (purchase price EUR 395m + transaction costs)



# Unlocking significant synergy potential



# Fully funded acquisition maintaining a strong financing structure

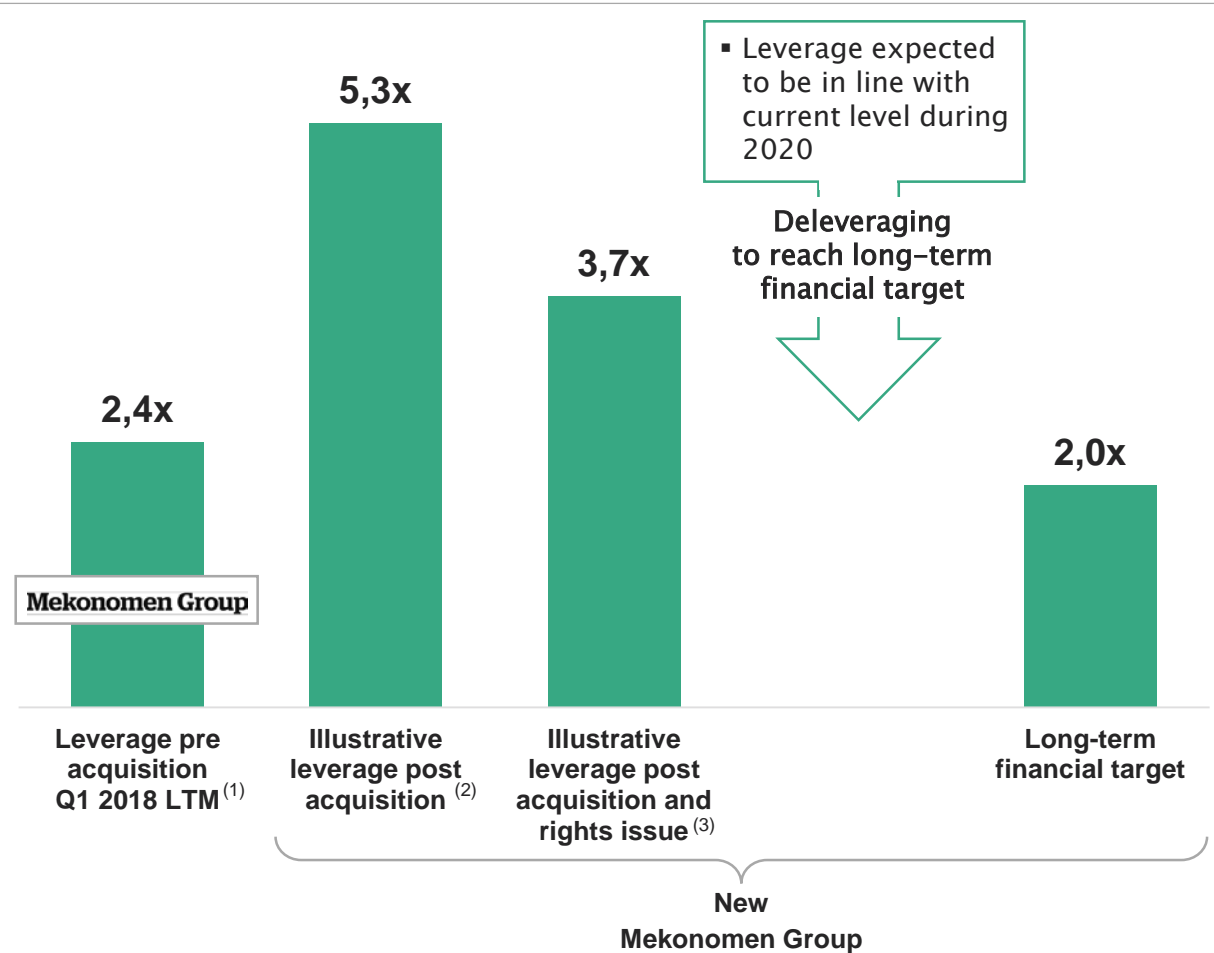
## Rights issue

- Loan and bridge facility available to finance the acquisition
- Plan to raise approximately SEK 1,650m in a fully guaranteed rights issue (to be approved by the EGM)
- Rights issue expected to be completed during H2 2018

## Shareholder support

- Mekonomen's largest shareholder, LKQ, has committed to subscribe for its rights
- Nordea and SEB has entered into a standby underwriting commitment for the remaining portion

Illustrative Net debt / EBITDA development

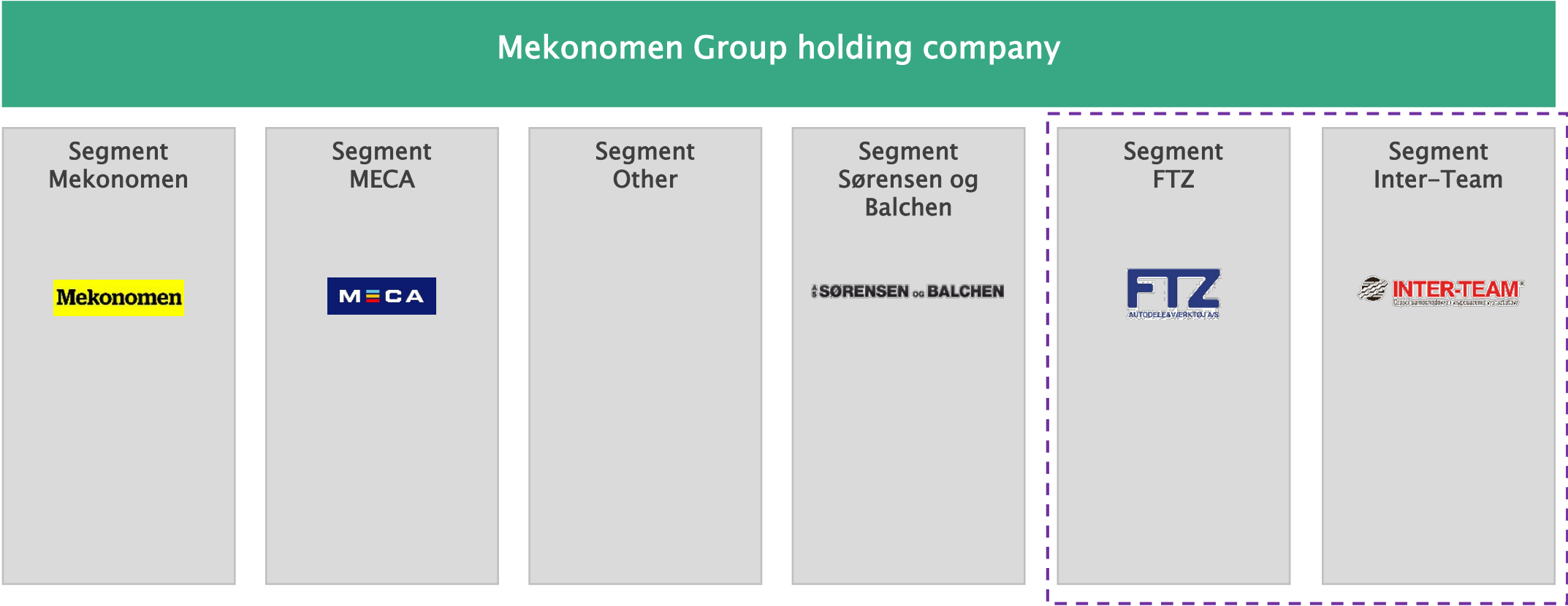


1) Net debt and EBITDA as reported by Mekonomen in Q1 2018

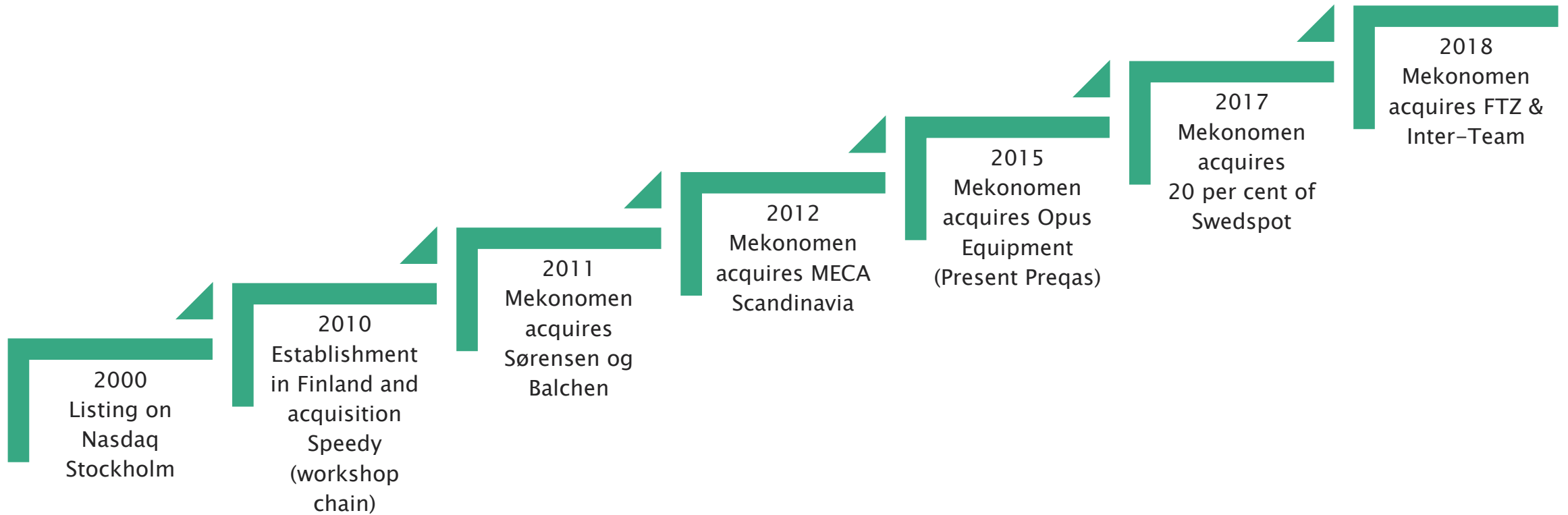
2) Net debt as reported by Mekonomen in Q1 2018 + EV EUR 395m translated to SEK 4,043m with exchange rate (EUR/SEK) of 10.24 on 5 July 2018 and illustrative combined EBITDA of SEK 1,062 (please refer to note (1) on page 4)

3) Net debt as reported by Mekonomen in Q1 2018 + EV SEK 4,043m less illustrative rights issue of SEK 1,650m and illustrative combined EBITDA of SEK 1,062 (please refer to note (1) on page 4)

# Future Mekonomen Group structure



# Company growth history



# Upcoming events

## Next steps

- |   |                          |
|---|--------------------------|
| ▪ Announcement of acquisition               | Today                    |
| ▪ Expected approval from competition filing | August / September 2018  |
| ▪ Closing of acquisition                    | Two weeks after approval |
| ▪ EGM                                       | H2 2018                  |
| ▪ Rights issue                              | H2 2018                  |

# Concluding remarks

Profitable growth  
through geographic  
expansion

Market leadership  
in Denmark

High growth  
from Poland

Significant  
synergy potential

Fully funded with  
shareholder support

Value accretive  
acquisition

Thank  
you!

# Appendix



# Illustrative financial profile of combination

|        | Entity          | SEKm          | Period                  |
|--------|-----------------|---------------|-------------------------|
| Sales  | Mekonomen Group | 5,950         | April 2017 – March 2018 |
|        | FTZ             | 3,262         | June 2017 – May 2018    |
|        | Inter-Team      | 1,941         | June 2017 – May 2018    |
|        | NF Holding      | –             | June 2017 – May 2018    |
|        | <b>Combined</b> | <b>11,153</b> |                         |
| EBITDA | Mekonomen Group | 645           | April 2017 – March 2018 |
|        | FTZ             | 363           | June 2017 – May 2018    |
|        | Inter-Team      | 36            | June 2017 – May 2018    |
|        | NF Holding      | 18            | June 2017 – May 2018    |
|        | <b>Combined</b> | <b>1,062</b>  |                         |

1) Illustrative combined sales and EBITDA for Mekonomen AB (publ) for the period April 2017–March 2018, FTZ Autodele & Værktøj A/S ("FTZ") for the period June 2017–May 2018, Nordic Forum Holding A/S ("NF Holding") for the period June 2017–May 2018, INTER-TEAM Sp.z.o.o. ("Inter-Team") for the period June 2017–May 2018. The EBITDA for NF Holding will be passed on to Mekonomen also if the NF Holding company is not acquired in a separate transaction, due to management service fees no longer being paid to Holding in the case Mekonomen do not acquire NF Holding. NF Holding subsidiaries Hellanor A/S and UCANDO GmbH are outside of the transaction perimeter and hence not included. The financial information for FTZ, Inter-Team and NF Holding is based on preliminary financial information from the companies' internal accounting systems in EUR and converted to SEK with an exchange rate (EUR/SEK) of 10.27.