

The Nomination Committee's proposals etc. to the 2023 Annual General Meeting of Byggmax Group AB (publ)

The Nomination Committee of Byggmax Group AB (publ), corp. reg. no. 556656-3531, (“**Byggmax**” or the “**Company**”) comprises of Anders Algotsson, AFA Försäkring; Hans Christian Bratterud, Verdipapirfonde Odin Sverige; and Anders Moberg, Chairman of the Board. The members of the Nomination Committee have been appointed in accordance with the principles previously adopted by the Annual General Meeting.

The Nomination Committee has been tasked with preparing proposals for the Annual General Meeting on the following items:

- the election of the Chairman of the Annual General Meeting;
- the number of Board members;
- the election of the Chairman of the Board of Directors and other Board members on the Company's Board of Directors;
- the fees for Board members;
- the election of the auditor;
- the fees to the auditor; and
- resolutions on policies regulating the appointment of the Nomination Committee (where applicable).

The Nomination Committee's motivated statements regarding proposals for the Board is set out in [Appendix 1](#).

The Nomination Committee's proposals

Election of Chairman for the Meeting

The Nomination Committee proposes the election of Anders Moberg as Chairman of the Annual General Meeting.

Determination of the number of Board members, auditors and deputy auditors

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting is six (seven according to the resolution from the AGM 2022). Furthermore, the Committee proposes one auditor with no deputy.

Determination of fees for members of the Board of Directors and auditor

The Nomination Committee proposes a fee of SEK 900,000 (875,000) to the Chairman of the Board and fees of SEK 360,000 (350,000) to each of the other Board members. For the Audit Committee, fees are proposed of SEK 180,000 (150,000) to the Chairman and SEK 80,000 (75,000) to each of the other two members. For the Remuneration Committee, fees are proposed of SEK 65,000 (65,000) to the Chairman and SEK 40,000 (40,000) to each of the other two members. Altogether, the Nomination Committee's proposal means that total remuneration to the Board, compared to the previous year, will decrease with SEK 235,000 to SEK 3,185,000.

The Nomination Committee also proposes that fees to the auditor are paid against approved invoices.

Election of Board members, Chairman of the Board and auditor

The Nomination Committee proposes the re-election until the end of the next Annual General Meeting of the following Board members: Anders Moberg, Daniel Mühlbach, Gunilla Spongh,

Lars Ljungälv, Andréas Elgaard and Catarina Fagerholm. Kjersti Hobøl has declined re-election. It is proposed that Anders Moberg be re-elected as Chairman of the Board.

A presentation of all proposed Board members is available on the Company's website, www.byggmax.com.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of the Company's current auditor, the registered accounting firm Öhrlings PricewaterhouseCoopers AB, until the end of the next Annual General Meeting. Öhrlings PricewaterhouseCoopers AB have notified that Authorized Public Accountant Cesar Moré will serve as the Auditor in Charge.

Principles for how the Nomination Committee is appointed and its work:

The Nomination Committee is of the opinion that there is no need to adopt updated principles for the appointment of the Nomination Committee and instructions for the Nomination Committee's work. Principles and instructions decided by the 2020 Annual General Meeting will thus continue to apply.

The work and motivated statements of the Nomination Committee

The Nomination Committee held three meetings as well as telephone discussions and e-mail correspondence as part of preparing proposals for the 2023 Annual General Meeting. The Nomination Committee has evaluated the Board's work, the Board members and the composition of the Board. The Chairman of the Board has also reported on how the Board has conducted its work.

Information about all of the proposed Board members is available on the Company's website www.byggmax.se.

The Nomination Committee has, in light of the Company's business, stage of development and other circumstances, discussed the diversity, size and composition of the Board, with respect to inter alia industry experience, competence and gender balance.

The assessment of the Nomination Committee is that Board work at Byggmax functions well. The Nomination Committee is of the opinion that its proposal means that the Board's composition, considering the requirements of the Swedish Corporate Governance Code, (the "**Code**"), will continue to be appropriate with regard to the Company's business, stage of development and other conditions as well as characterized by diversity and breadth with respect to the Board members' competence, experience and background.

As its diversity policy, the Nomination Committee has used rule 4.1 under the Code when preparing its proposal for the Board's composition. The Nomination Committee's proposal to the Annual General Meeting means, inter alia, that of the Board's seven members, two are women and four are men.

Finally, the Nomination Committee is of the opinion that its proposal for the Board's composition meets the applicable criteria for Board members' independence enshrined in the Code.