

Proposals in respect of the Board of Directors, etc. prior to the 2011 Annual General meeting

A number of major shareholders in the Byggmax Group AB (publ) (Byggmax) have made the following proposals to be submitted to the Byggmax 2011 Annual General Meeting (AGM):

- election of Chairman of the AGM,
- election of Chairman of the Board and other Board members to the Board of Directors,
- directors fees specified between the Chairman of the Board and other Board members,
- election of, and fees to, the auditors and deputy auditors (where applicable), and
- resolution in respect of principles for appointing the Nomination Committee (where applicable).

Chairman of the AGM 2011

Fredrik Cappelen is proposed as Chairman of the 2011 AGM.

Chairman of the Board and other Board members to the Company's Board of Directors

The Board of Directors, to the extent it is appointed by the AGM, is proposed to continue to comprise six Board members and no deputies.

All current Board members are proposed for re-election: Fredrik Cappelen, Johannes Lien, Stefan Linder, Anders Moberg, Stig Notlöv and Lottie Svedenstedt. Fredrik Cappelen is proposed to continue as Chairman of the Board.

Shareholder representatives have discussed the requirements for competence, experience and background that can be placed on the Board of Directors for Byggmax after taking into consideration the Company's strategic development, management and control. Independence issues have also been subject to examination. With consideration taken to the Company's business activities, stage of development and other conditions, the proposed Board of Directors is assessed as having an appropriate composition. The proposal in respect of the Board composition meets the requirements for independence stipulated in the Swedish Code of Corporate Governance.

Directors fees

Directors fees are proposed in the sum of SEK 500,000 to the Chairman of the Board and SEK 250,000 each to Anders Moberg, Stig Notlöv and Lottie Svedenstedt.

Auditors

By way of information, at the 2010 AGM, Öhrlings PricewaterhouseCoopers AB, with Auditor in Charge Anna-Carin Bjelkeby, was elected the Company's auditor and a resolution passed that auditors' fees be paid on a current account basis in accordance with customary terms of payment until the end of the 2014 AGM.

Principles for appointing the Nomination Committee

It is proposed that the Annual General Meeting passes a resolution on the principles for appointment of the Nomination Committee in accordance with Appendix 1.

Principles for the appointment of the Nomination Committee in Byggmax (2011)

1. That by the end of the third quarter every year, the Chairman of the Board of Directors convenes the three largest directly registered shareholders in the Company by owner group, as registered at August 31 according to Euroclear Sweden AB, which are then each entitled to appoint one member of the Nomination Committee. The appointee in question should not be a Board member. If any of the three largest shareholders wishes to refrain from a place on the Committee, the place on the Committee is offered in turn to the next-largest shareholder. In addition to the above, the Chairman of the Board can be appointed to the Nomination Committee. If any shareholder should waive their right to appoint a member of the Nomination Committee, only the eight largest shareholders need to be asked unless this would result in the Nomination Committee consisting of less than its minimum of three members (including, where applicable, the Chairman of the Board of Directors). The President and senior executives of the company should not be members of the Nomination Committee).
2. The Chairman of the Board is the convener of the first meeting of the Nomination Committee and an owner representative should be appointed as Chairman of the Nomination Committee. The Nomination Committee should prepare written rules of procedure to govern their work. The mandate period of the Nomination Committee extends until such time as a new Nomination Committee has been appointed.
3. The composition of the Nomination Committee must be announced a minimum of six months prior to the AGM, thereby providing all shareholders with information regarding which individuals to contact regarding nomination issues.
4. If shareholders who have appointed representatives to the Nomination Committee should no longer hold such a right due to a change in excess of one percentage point in the relation between the order of shareholder holdings by size, the appointed member must leave the Nomination Committee and a new member be appointed according to the aforementioned procedure. However, with the exception of the Chairman of the Board of Directors, at the end of the calendar year in question, new members should only be appointed if previously appointed members leave the Nomination Committee, irrespective of reason, and the Nomination Committee thereafter, over and in addition to the Chairman of the Board of Directors, comprises less than three members. Changes in the Nomination Committee are announced immediately.
5. The Nomination Committee should prepare and submit proposals to the AGM in respect of:
 - The election of the Chairman of the AGM.
 - The election of the Chairman of the Board of Directors and other Board members on the Company's Board of Directors.
 - Directors' fees specified between the Chairman of the Board of Directors and other Board members.
 - The election of and approval of fees to the auditor and deputy auditor (where applicable).
 - Resolutions on policies regulating the appointment of the Nomination Committee (where applicable).
6. No fees are payable to members of the Nomination Committee. The Nomination Committee is entitled to charge the Company with expenses including the cost of recruitment consultants or other expenses required for the Nomination Committee to fully execute its assignment.

The above policies for the appointment of the Nomination Committee apply until such time as the AGM resolves to change them. Prior to the AGM, it is incumbent on the Nomination Committee to determine whether it is necessary to amend the above principles and, where applicable, submit proposals to the AGM in accordance with item 5 above.