

Motions and motivated statements regarding the Board of Directors, etc., for the Annual General Meeting 2012

The Nomination Committee of the Byggmax Group AB (publ) ("Byggmax"), has prepared proposals in respect of the following matters to be presented to the Byggmax Annual General Meeting 2012:

- 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 auditors and deputy auditors (election of auditors not applicable in 2012).
- Resolutions on the principles for appointing the Nomination Committee (to be presented to the Annual General Meeting 2012).

Chairman of the 2012 Annual General Meeting

Fredrik Cappelen is proposed as Chairman of the 2012 Annual General Meeting.

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

It is proposed that the Board of Directors, to the extent that it is elected by the Annual General Meeting, continue to comprise six members without alternate members.

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

The Nomination Committee discussed demands on competence, experience and background that can be made of the Board of Directors of Byggmax, taking into consideration such factors as the Company's strategic development, governance and control. Independence issues in relation to the Company and major shareholders were also discussed. The proposed Board, according to the assessment of the Nomination Committee, is well-functioning and coordinated, and all of the Board members have stated that they are available for reelection. The proposed members, in terms of their competence, are deemed to continue to provide the Board with a goal-oriented structure, characterized by the level of diversity and breadth that is required by the Company's operations, stage of development and other conditions. Further, continuity in the Board's work is of major importance to make it possible to capitalize on the companies interests in the best manner. The proposal on the Board's structure meets the independence requirements of the Swedish Code of Corporate Governance.

More detailed information regarding the proposed Board members is available on the Byggmax website, www.byggmax.com.

Remuneration to the Board of Directors

It is proposed that a fee of SEK 500,000 be paid to the Chairman of the Board and a fee of SEK 250,000 each to Anders Moberg, Stig Notlöv and Lottie Svedenstedt. The total fee paid to the Board of Directors for its work in 2012 will thus amount to SEK 1,250,000. The proposal implies that the Board fee is unchanged compared with the preceding year.

Auditor

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 appointment of the Nomination Committee

It is proposed that the Annual General Meeting resolve in favor of principles for the appointment of the Nomination Committee in accordance with Appendix 1.

Principles for election of the Nomination Committee of Bygghem (2012)

1. Annually and not later than the end of the third quarter every year, the Chairman of the Board of Directors convenes the three largest shareholders or shareholder groups (this includes directly registered and trustee-registered shareholders) in the Company, 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 five 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 are not permitted to 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 prepares written rules of procedure to govern its 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 have been added among the three largest shareholders after the Nomination Committee has held its statutory meeting, said shareholders may contact the Chairman of the Nomination Committee to make a request to appoint a member of the Committee. The Chairman of the Nomination Committee then informs other members about this request. If the ownership change is not insignificant, the member appointed by the shareholder that is no longer among the three largest shareholders should vacate his position and the new shareholder can then be permitted to appoint a member. However, the structure of the Nomination Committee should not be changed less than two months prior to the Annual General Meeting. Changes in the Nomination Committee are announced immediately.
5. The Nomination Committee prepares and submits 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 auditors and deputy auditors (where applicable).
 - Resolutions on the principles for appointing 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 principles for the appointment of the Nomination Committee apply until the Annual General Meeting decides on a change to them. It is the responsibility of the Nomination Committee, prior to the Annual General Meeting, to determine whether the Nomination Committee finds it necessary to propose any change to the principles in question and in this event, to submit a motion to the Annual General Meeting in accordance with Item 5 above.