

The Nomination Committee of Byggmax Group AB's (publ), Corp. Reg. No. 556656-3531 (the "Company") motions and motivated statements regarding election of the Board of Directors ahead of the 2014 Annual General Meeting

The Company's Nomination Committee, which was appointed pursuant to the principles adopted by the 2013 AGM, comprises Fredrik Strömholm Chairman of the Nomination Committee, representing Altor 2003 Sarl, Mats Gustafsson, representing Lannebo fonder, and Fredrik Grevelius, representing Investment AB Öresund. The composition of the Nomination Committee ahead of the 2014 AGM was made public on October 23, 2013 and has been available on the Company's website. Together, the Nomination Committee represents about 29 percent of the votes for all shares outstanding in the Company.

Election of Chairman for the Meeting (Item 1)

The Nomination Committee proposes the election of Fredrik Cappelen as Chairman of the Annual General Meeting.

Determination of the number of Board members, deputy Board members and auditors (Item 11)

The Nomination Committee proposes that the number of Board members elected by the AGM is six (6) with no deputies. Furthermore, the Committee proposes one (1) auditor with no deputy.

Determination of remuneration to the Board of Directors and auditor (Item 12)

The Nomination Committee proposes the payment of Directors' fees totaling SEK 1,500,000, of which SEK 500,000 to the Chairman and SEK 250,000 each to Anders Moberg, Stig Notlöv, Lottie Svedenstedt and Karin Hygrell Jonsson. No Directors' fees are proposed for Stefan Linder. The fees include remuneration for committee work.

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

Election of Board members, Chairman of the Board and auditors (Item 13)

The Nomination Committee proposes the re-election until the end of the next AGM of the following Board members: Fredrik Cappelen, Stefan Linder, Anders Moberg, Stig Notlöv and Lottie Svedenstedt. Furthermore, Karin Hygrell Jonsson is proposed for election as a new Board member. Johannes Lien has declined re-election.

In addition, re-election is proposed of Fredrik Cappelen as Chairman of the Board.

Karin Hygrell Jonsson was born in 1955 and is currently CFO of Axfood AB. Karin Hygrell Jonsson has been employed by the Axfood Group since 1991 and a member of Group management since 2007. Ms. Jonsson holds a degree in Economics and Business Administration from the Stockholm School of Economics and is a Board member of Fujifilm Sverige AB as well as a number of subsidiaries of Axfood AB. Karin Hygrell Jonsson is independent in relation to the Company and its management, and in relation to the major shareholders in the Byggmax Group AB (publ).

A more detailed presentation of the proposed Board members is available on the Company's website, www.byggmax.se.

Refer to [Appendix 1](#), for the motivated statements of the Nomination Committee regarding the selection of the Board.

The Nomination Committee proposes the re-election of the Company's current auditor, the registered accounting firm Öhrlings PricewaterhouseCoopers AB until the end of the

2015 AGM. Öhrlings PricewaterhouseCoopers AB have notified that Authorized Public Accountant Ann-Christin Hägglund will be the auditor in charge.

Resolution on policies regulating the appointment of the Nomination Committee and its work (Item 14)

The Nomination Committee proposes that unchanged principles for the appointment of the Nomination Committee apply for the next AGM in line with Appendix 2.

The Nomination Committee of Bygghmax Group AB's (publ), Corp. Reg. No. 556656-3531 (the "Company") motions and motivated statements regarding the proposal of the Board of Directors ahead of the 2014 Annual General Meeting

The Nomination Committee has discussed the demands that can be made of the Board of Directors of Bygghmax, taking into consideration such factors as the Company's operations, stage of development, conditions in general and governance and control to determine the size and appropriate composition of the Board as well as the competence, experience and background of the Board members. Independence issues and gender balance have also been discussed.

As a basis for its work, the Committee took into consideration items including the evaluation by the Board, noting the substantial commitment and high attendance of Board members as well as the high standard of work performed by the Board during the past mandate period. The Committee's assessment is continuity in the Board's work is of major importance to the company. Accordingly, the Committee has proposed the re-election of all Board members, with the exception of Johannes Lien, who declined re-election, and election of Karin Hygrell Jonsson as a new member.

The assessment of the Committee is that, the Board members proposed for re-election have extensive experience of the retail sector and are well-qualified to sit on the Company's Board also in the next mandate period.

Karin Hygrell Jonsson has been employed in various positions by the Axfood Group since 1991 and a member of Group management since 2007. Karin Hygrell Jonsson has many years of experience gained from employment in various senior financial positions at the Axfood Group. Given this background, the Committee is of the opinion that she adds valuable skills to the Company, which will benefit the Company's operations. Accordingly, the assessment of the Committee is that, taking into consideration such factors as the Company's operations, stage of development and conditions in general, the proposed Board has an appropriate composition in terms of the members' competence, experience and background.

In its assessment of the independence of the proposed Board members, the Committee found that its proposed Board for the Company meets the independence requirements under the Swedish Corporate Governance Code. All of the proposed Board members are deemed independent of the Company and the company management. All of the proposed Board members, with the exception of Stefan Linder, are deemed independent of the Company's major shareholders.

More detailed information regarding the proposed Board members is available on the Bygghmax website, www.bygghmax.se.

Stockholm, March 2014

The Nomination Committee of Bygghmax Group AB (publ)

Resolution on policies regulating the appointment of the Nomination Committee and its work

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 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 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 must then inform the other Committee members of this wish. 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 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); and
 - 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 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 AGM, 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 AGM in accordance with Item 5 above.

Stockholm, March 2014

The Nomination Committee of Byggmax Group AB (publ)