

The Nomination Committee of Bygghmax 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 2015 Annual General Meeting

The Company's Nomination Committee, which was appointed pursuant to the principles adopted by the 2014 AGM, comprises Cecilia Marlow Chairman of the Nomination Committee, representing Nordea investment Funds, Frank Larsson, representing Handelsbanken Fonder, and Per Trygg, representing SEB Investment Management. The composition of the Nomination Committee ahead of the 2015 AGM was made public on October 20, 2014. On December 9, 2014, a change in the composition was announced when Per Trygg from SEB Investment Management replaced Mats Gustafsson from Lannebo Fonder. Following the above date, the composition of the Nomination Committee has been available on the Company's website. Together, the Nomination Committee represents about 21 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 1,850,000, of which SEK 550,000 to the Chairman and SEK 260,000 each to the other Board members. The fees include remuneration for committee work.

The proposal means an increase in the fee to the Chairman of SEK 50,000 and an increase in fees to the other Board members of SEK 10,000 each compared with the year earlier. Accordingly, total directors' fees will increase by SEK 350,000 compared with the preceding year since it is proposed that all Board members receive directors' fees.

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: Anders Moberg, Stig Notlöv, Lottie Svedenstedt and Karin Hygrell-Jonsson and the election of Hannele Kemppainen and Daniel Mühlbach as new Board members. Fredrik Cappelen and Stefan Linder have declined re-election.

In addition, election is proposed of Anders Moberg as Chairman of the Board.

Hannele Kemppainen was born in 1970, is a citizen of Finland and has extensive experience of consumer products and consumer marketing in Finland. Ms. Kemppainen is currently General Manager at Colgate Palmolive Finland and, previously, was Country Manager at Colgate Palmolive Finland. Ms. Kemppainen was at Proctor & Gamble from 1991 through 2005 and Country Manager and Head of Trade Marketing at Reckitt Benckiser from 2005 to 2010. Ms. Kemppainen holds a B.Sc. in International Business and Marketing from the American College of Switzerland and is a Board member and

Chairman of the Finnish Cosmetics and Toiletries Association. Ms. Kemppainen is deemed independent in relation to the Company and its management and independent in relation to the Company's major shareholders.

Daniel Mühlbach was born in 1974 and has extensive experience of e-commerce and has started and operated highly profitable e-commerce companies. Mr. Mühlbach is currently President and part-owner of FootWay Group AB, previously, he was President of the Lensway Group from 1999 to 2010. Mr. Mühlbach has a M.Sc. in engineering from Luleå University of Technology and is a Board member of, among others, FootWay Group AB and Solidar Pension AB and previously on the Board of Coastal Contacts Inc. among others. Mr. Mühlbach is deemed independent in relation to the Company and its management and independent in relation to the Company's major shareholders.

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 2016 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 Bygghem AB's (publ), Corp. Reg. No. 556656-3531 (the "Company") motivated statements regarding the proposal of the Board of Directors ahead of the 2015 Annual General Meeting

The Nomination Committee has discussed the demands that can be made of the Board of Directors of Bygghem, 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 of 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 Nomination Committee proposes the re-election of the following Board members: Anders Moberg, Stig Notlöv, Lottie Svedenstedt and Karin Hygrel-Jonsson and the election of Hannele Kemppainen and Daniel Mühlbach as new Board members. Fredrik Cappelen and Stefan Linder have declined re-election.

Hannele Kemppainen was born in 1970, is a citizen of Finland and has extensive experience of consumer products and consumer marketing in Finland. Ms. Kemppainen is currently General Manager at Colgate Palmolive Finland and, previously, was Country Manager at Colgate Palmolive Finland. Ms. Kemppainen was at Procter & Gamble from 1991 through 2005 and Country Manager and Head of Trade Marketing at Reckitt Benckiser from 2005 to 2010. Ms. Kemppainen holds a B.Sc. in International Business and Marketing from the American College of Switzerland and is a Board member and Chairman of the Finnish Cosmetics and Toiletries Association. Ms. Kemppainen is deemed independent in relation to the Company and its management and independent in relation to the Company's major shareholders.

Daniel Mühlbach was born in 1974 and has extensive experience of e-commerce and has started and operated highly profitable e-commerce companies. Mr. Mühlbach is currently President and part-owner of FootWay Group AB, previously, he was President of the Lensway Group from 1999 to 2010. Mr. Mühlbach has a M.Sc. in engineering from Luleå University of Technology and is a Board member of, among others, FootWay Group AB and Solidar Pension AB and previously on the Board of Coastal Contacts Inc. among others. Mr. Mühlbach is deemed independent in relation to the Company and its management and independent in relation to the Company's major shareholders.

The assessment of the Committee is that, the proposed Board members have extensive experience of the retail sector and the Company's markets and assess the proposed Board members as well-qualified to sit on the Company's Board in the next mandate period.

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.

It is the Committee's assessment that the requirements of the Swedish Corporate Governance Code in terms of versatility, breadth and gender are met appropriately by the proposal. The proposed Board will comprise an equal proportion of women to men.

The Nomination Committee intends to continue to endeavor to maintain an even gender balance.

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 are deemed independent of the Company's major shareholders.

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

Stockholm, March 2015

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 (3) largest shareholders wishes to refrain from appointing a member of the Committee, the opportunity to appoint a member of 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 (3) 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 one (1) 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 (6) months prior to the Annual General Meeting (AGM), thereby providing all shareholders with information about which individuals to contact regarding nomination issues.
4. If shareholders have been added among the three (3) 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 the other members of this wish. If the ownership change is not insignificant, the member appointed by the shareholder that is no longer among the three (3) largest shareholders should vacate his position and the new shareholder can then be permitted to appoint one (1) member. However, the structure of the Nomination Committee should not be changed less than two (2) months prior to the AGM. Should a member of the Nomination Committee leave the Committee prior to completion of the Committee's work and if the Committee finds it necessary to replace this member, the Nomination Committee should appoint a new member in accordance with the principles set out in item 1 above, based on the share register maintained by Euroclear Sweden AB, as soon as possible after the member has left the Committee. Changes in the Nomination Committee are announced immediately.
5. The Nomination Committee should prepare and submit proposals to the General Meeting in respect of:
 - the election of the Chairman of the Annual General Meeting;
 - 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;

- 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 2015

The Nomination Committee of Bygghmax Group AB (publ)