

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 2017 Annual General Meeting

The Company's Nomination Committee, which was appointed pursuant to the principles adopted by the 2016 AGM, comprises Cecilia Marlow Chairman of the Nomination Committee, representing Nordea investment Funds, Lennart Francke, representing Swedbank Robur fonder, Hans Ek, representing SEB Investment Management, and the Chairman of the Board, Anders Moberg. The composition of the Nomination Committee ahead of the 2017 AGM was made public on September 27, 2016. Following the above date, the composition of the Nomination Committee has been available on the Company's website. Together, the Nomination Committee represents about 26 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 Anders Moberg 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 seven (7). No deputies are proposed. 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 2,310,000 (2,225,000), of which SEK 600,000 (575,000) to the Chairman and SEK 285,000 (275,000) each to the other Board members. The fees include remuneration for any committee work.

The proposal means an increase in the fee to the Chairman of SEK 25,000 and to the other Board members of SEK 10,000 each compared with the year earlier. Accordingly, total directors' fees will increase by SEK 85,000 compared with the preceding year.

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, Lottie Svedenstedt, Karin Hygrell-Jonsson, Hannele Kempainen, Daniel Mühlbach, Ullrika Eliasson and Mikael Norman.

It is proposed that Anders Moberg be re-elected as Chairman of the Board.

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

Refer to Appendix 1, for the motivated statements of the Nomination Committee regarding the election of the Board.

The Nomination Committee proposes, in accordance with the recommendation of the Board, the re-election of the Company's current auditor, the registered accounting firm Öhrlings PricewaterhouseCoopers AB until the end of the 2018 AGM. Öhrlings PricewaterhouseCoopers AB have notified that Authorized Public Accountant Ann-Christine Hägglund will continue to serve as the Auditor in Charge should Öhrlings PricewaterhouseCoopers AB be appointed auditor.

Resolution on principles 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.

Appendix 1

The Nomination Committee of Byggmax Group AB's (publ), Corp. Reg. No. 556656-3531 (the "Company") motivated statements regarding the proposal of the Board of Directors ahead of the 2017 Annual General Meeting

The Nomination Committee has held two (2) minuted meetings and also had a number of informal contacts. The Nomination Committee has interviewed all Board members and the Chairman of the Board has presented the Board's work. The Nomination Committee has also met the Company's new CEO.

The Nomination Committee has had a long-term perspective in its work and for this reason began its work shortly after the 2016 AGM. The Nomination Committee has discussed the demands that can be made of the Board of Directors of Byggmax, taking into consideration such factors as the Company's operations, stage of development, conditions in general and governance and control to determine the size, 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. No proposals from shareholders have been submitted.

During interviews with individual Board members, the Nomination Committee noted 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 Board of Directors has been substantially renewed at the two latest AGMs, and the Committee's assessment is that continuity in the Board's work is now of major importance to the Company, when it also has a new CEO. The Nomination Committee proposes, therefore, re-election of the Board members: Anders Moberg, Lottie Svedenstedt, Karin Hygrell-Jonsson, Hannele Kemppainen, Daniel Mühlbach, Ullrika Eliasson and Mikael Norman.

It is the Committee's assessment that the requirements of the Swedish Corporate Governance Code in terms of versatility, breadth and gender balance are met appropriately by the proposal. The gender balance of the proposed Board will be 57 percent women and 43 percent men. The Nomination Committee intends to continue to endeavor to maintain an even gender balance. The Nomination Committee has for its diversity policy used rule 4.1 under the Swedish Corporate Governance Code when preparing its proposal.

The Committee has also reviewed the proposed Board members' other assignments to assess whether sufficient time and commitment can be spent on Board work for Byggmax. The Nomination Committee's belief is that all of the proposed Board members have this opportunity.

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 also 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, February 2017

The Nomination Committee of Bygghem Group AB (publ)

Resolution on principles for appointing 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 (3) 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 is to be a member of the Nomination Committee. If any shareholder should waive their right to appoint a member of the Nomination Committee, only the five (5) 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 the Chairman of the Board of Directors). The CEO 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. Unless otherwise decided by the Nomination Committee, the member representing the largest shareholder should be appointed 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 should be published not later than six (6) 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 (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. If a member leaves the Nomination Committee prior to completion of the Committee's work, the Nomination Committee is to invite the shareholder who appointed the departing member to appoint a new member. In the event that no new member is appointed by the shareholder who appointed the departing member and if the Committee finds it necessary to replace this member, a new member should be appointed 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;
 - 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;
 - 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 principles regulating the appointment of the Nomination Committee.
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 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.
