

The Nomination Committee's proposals etc. to the 2026 Annual General Meeting of Byggmax Group AB (publ)

The Nomination Committee of Byggmax Group AB (publ), corp. reg. no. 556656-3531, ("**Byggmax**" or the "**Company**") comprises of Frank Larsson, Handelsbanken Fonder AB; Richard Torgerson, Nordea Funds AB; and Anders Moberg, Chairman of the Board. The members of the Nomination Committee have been appointed in accordance with the principles previously decided by the 2020 Annual General Meeting.

The Nomination Committee has been tasked with preparing proposals for the Annual General Meeting on the following items:

- 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;
- the fees for Board members;
- the election of the auditor;
- the fees to the auditor; and
- resolutions on policies regulating the appointment of the Nomination Committee (where applicable).

The Nomination Committee's motivated statements regarding proposals for the Board is set out in [Appendix 1](#).

The Nomination Committee's proposals

Election of Chairman for the Meeting

The Nomination Committee proposes the election of Anders Moberg as Chairman of the Annual General Meeting.

Determination of the number of Board members, auditors and deputy auditors

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting is six (six according to the resolution from the AGM 2025). Furthermore, the Committee proposes one auditor with no deputy.

Determination of fees for members of the Board of Directors and auditor

The Nomination Committee proposes a fee of SEK 1,000,000 (970,000) to the Chairman of the Board and fees of SEK 400,000 (385,000) to each of the other Board members. For the Audit Committee, fees are proposed of SEK 220,000 (210,000) to the Chairman and SEK 100,000 (95,000) to each of the other two members. For the Remuneration Committee, fees are proposed of SEK 70,000 (65,000) to the Chairman and SEK 45,000 (40,000) to each of the other two members.

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

Election of Board members, Chairman of the Board and auditor

The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, the re-election of board members Anders Moberg, Gunilla Spongh, Daniel Mühlbach, Lars Ljungälv, and Catarina Fagerholm, as well as the election of Per Agebäck as a new board member. Andrés Elgaard has declined re-election. Anders Moberg is proposed for re-election as Chairman of the Board.

Per Agebäck, born in 1979, has recently left his role as Partner at the Private Equity firm Triton where he has been active since 2009 with a focus on Consumer & Retail. He is currently an active investor, senior advisor and board member in several companies, including Sunweb Group, Yazen, DADDL, Stardots, Maintract and Mentor. He has previously worked at McKinsey in Sweden and the USA. Per is educated at KTH and the Stockholm School of Economics and has also studied at the MBA program at Columbia Business School in New York.

Per has zero shareholdings in the Company and is independent in relation to the Company and its management as well as independent in relation to the Company's major shareholders.

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

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of the Company's current auditor, the registered accounting firm Öhrlings PricewaterhouseCoopers AB, until the end of the next Annual General Meeting. Öhrlings PricewaterhouseCoopers AB have notified that Authorized Public Accountant Cesar Moré will serve as the Auditor in Charge.

Principles for how the Nomination Committee is appointed and its work:

The Nomination Committee is of the opinion that there is no need to adopt updated principles for the appointment of the Nomination Committee and instructions for the Nomination Committee's work. Principles and instructions decided by the 2020 Annual General Meeting will thus continue to apply.

The work and motivated statements of the Nomination Committee

The Nomination Committee held a number of meetings as well as telephone discussions and e-mail correspondence as part of preparing proposals for the 2026 Annual General Meeting. The Nomination Committee has evaluated the Board's work, the Board members and the composition of the Board. The Chairman of the Board has also reported on how the Board has conducted its work.

Information about all of the proposed Board members is available on the Company's website www.byggmax.se.

The Nomination Committee has, in light of the Company's business, stage of development and other circumstances, discussed the diversity, size and composition of the Board, with respect to inter alia industry experience, competence and gender balance.

The assessment of the Nomination Committee is that Board work at Byggmax functions well. The Nomination Committee is of the opinion that its proposal means that the Board's composition, considering the requirements of the Swedish Corporate Governance Code, (the "**Code**"), will continue to be appropriate with regard to the Company's business, stage of development and other conditions as well as characterized by diversity and breadth with respect to the Board members' competence, experience and background.

As its diversity policy, the Nomination Committee has used rule 4.1 under the Code when preparing its proposal for the Board's composition. The Nomination Committee's proposal to the Annual General Meeting means, inter alia, that of the Board's six members, two are women and four are men.

Finally, the Nomination Committee is of the opinion that its proposal for the Board's composition meets the applicable criteria for Board members' independence enshrined in the Code.