

NOTIFICATION OF THE ANNUAL GENERAL MEETING OF BYGGMAX GROUP AB (PUBL)

Shareholders of Byggmax Group AB (publ), Corporate Registration Number 556656-3531, (the “**Company**”) are hereby notified of the Annual General Meeting (AGM) to be held on Thursday, May 9, 2019, at 10:00 a.m. at Elite Palace Hotel, S:t Eriksgatan 115, Stockholm.

Notification, etc.

Shareholders who wish to participate at the AGM must:

- both be listed in the register of shareholders maintained by Euroclear Sweden AB on Friday, May 3, 2019, and
- notify the Company of their intention to attend the AGM, no later than at 4:00 p.m. on Friday, May 3, 2019, to the address Byggmax Group AB (publ), c/o Advokatfirman Lindahl KB, Studentgatan 6, 211 38 Malmö, Sweden (Labeled “Annual General Meeting”), by telephone +46 (0) 40-664 66 50 or by e-mail to Byggmax@lindahl.se.

When giving notice of participation, shareholders must state: their name, personal ID/corporate registration number (or equivalent), address, daytime telephone number, shareholding in Byggmax, the names of any advisers (maximum two) and, when applicable, the name of a proxy or legal representative.

Trustee registered shares

To be able to participate at the AGM, shareholders who have registered their shares in the name of a trustee must request registration of the shares in their own names in the register maintained by Euroclear Sweden AB. Registration of shareholders should be completed not later than Friday, May 3, 2019. The shareholder should notify the trustee well in advance of this date. Such registration may be temporary.

Proxies

Shareholders who intend to be represented by proxy must issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, an attested copy of the certificate of registration or its equivalent for the legal entity must be enclosed with the notice of participation. The period of validity of the power of attorney is permitted to extend to five years from the date of issue. An original of the power of attorney and, when applicable, the certificate of registration should be submitted to the Company at the above address, in good time, prior to the AGM. The Company provides proxy forms on request and these are also available from the Company’s website, www.byggmax.com.

Number of shares and votes

The Company had a total of 60,999,045 shares at the date of issue of the notification. The total number of votes in the Company is 60,999,045. The Company does not own any treasury shares.

Proposed agenda

1. Opening of the Meeting and election of the Chairman for the Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditors’ Report, as well as the Consolidated Financial Statements and the Consolidated Auditor’s Report

7. Address by the President
8. Resolution regarding the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
9. Resolution regarding the appropriation of the Company's profit in accordance with the adopted balance sheet
10. Resolution regarding discharge from liability of the Board of Directors and the President
11. Determination of the number of Board members, deputy Board members and auditors
12. Determination of fees for members of the Board of Directors and auditors
13. Election of Board members, Chairman of the Board and auditors
14. Resolution on guidelines for the remuneration of senior executives
15. Resolution regarding the incentive program, comprising a private placement and assignment of warrants
16. Close of the Meeting

Proposals for resolution

Item 1 — Election of Chairman for the Meeting

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

Item 9 – Resolution regarding the appropriation of the Company's profit in accordance with the adopted balance sheet

The Board moves that no dividend be distributed for the 2018 fiscal year and that the funds at the disposal of the Annual General Meeting be carried forward.

Items 11–13

The Nomination Committee, which comprises Vegard Søraunet, ODIN Fonder; Anders Algotsson, AFA Försäkring; and Anders Moberg, Chairman of the Board, have submitted the following proposals for items 11–13:

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

The Nomination Committee proposes that the number of Board members elected by the AGM is eight (8). No deputies are proposed. Furthermore, the Committee proposes one (1) auditor with no deputy.

Item 12 — Determination of remuneration to the Board of Directors and auditor

The Nomination Committee proposes that the directors' fees are raised to SEK 630,000 (600,000) to the Chairman of the Board and SEK 300,000 (285,000) to each of the other Board members. For the Audit Committee, fees are proposed of SEK 100,000 to the Chairman and SEK 40,000 to each of the other members. Altogether, the Nomination Committee's proposal means that total remuneration to the Board will amount to SEK 2,910,000 (2,490,000).

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

Item 13 — Election of Board members, Chairman of the Board and auditors

The Nomination Committee proposes the re-election until the end of the next AGM of the following Board members: Ullrika Eliasson, Hannele Kempainen, Anders Moberg, Daniel Mühlbach and Per Strömberg. Board members Mikael Norman and Lottie

Svedenstedt have declined re-election. Kjersti Hobøl, Gunilla Spongh and Anders Berg are proposed for election as new Board members. It is proposed that Anders Moberg be re-elected as Chairman of the Board.

Kjersti Hobøl is the CEO of Nille AS and has past experience as Chief Executive Officer for Kid ASA, Board member of Expert AS and Kid Interiør AS, and Senior Vice President for DNB. Ms. Hobøl is currently a Board member of Møbelringen AS, Cosmetic Group and Mestergull AS.

Gunilla Spongh was formerly the CFO of Preem Aktiebolag (publ), Board member of B&B Tools AB (publ), and International Business Director and CFO of Mekonomen AB (publ). Ms. Spongh is currently a Board member of Pierce Holding AB, Ripasso Energy AB (publ), Momentum Group AB (publ), AQ Group AB (publ), SSG Partners A/S and Infranord AB.

Anders Berg is Executive Vice President Americas, DIAB Group, External Advisor to Odin Fonder and has various assignments for Backgatan Industri AB. Mr. Berg has past experience as President and CEO of Lindab, Vice President at SSAB for the Asia Pacific region and President and CEO of Plannja. He is the Chairman of Cimco Marine AB (publ) and Runway Safe Sweden AB, and a Board member of Symbrio AB.

A more detailed presentation of the 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 2020 AGM. Öhrlings PricewaterhouseCoopers AB have notified that Authorized Public Accountant Ann-Christine Häggglund will continue to serve as the Auditor in Charge.

Item 14 — Resolution on guidelines for the remuneration of senior executives

The Board of Directors proposes that the AGM passes a resolution on the following guidelines for determining remuneration and other terms of employment for the President (the "President") and other senior executives ("Senior Executives").

The overriding policies for remuneration of Senior Executives are that remuneration should reflect the position, the individual's performance and the Group's earnings, and be market-based and competitive in the country of employment. Total remuneration to Senior Executives should comprise a fixed salary, variable salary in the form of short-term incentives (STIs) based on annual performance targets, long-term incentives (LTIs) based on performance over a multi-year period as well as pension and other benefits. In addition to the aforementioned come the terms for notice of termination and severance pay. Fixed salaries should be set below market averages. However, overall remuneration, including STIs and LTIs, entails that the market average may be exceeded. Total remuneration should be reviewed annually to ensure that it reflects market rates and is competitive. Comparisons should take into consideration the position, the Company's size, the level of salary and the individual's experience.

Fixed salaries

Fixed salary comprises the basis for total remuneration. The fixed salary should relate to the relevant market and reflect the scope of the responsibility entailed by the position.

Variable salary (Short-Term Incentives "STI")

In addition to their fixed salaries, Senior Executives should receive STIs for performance that surpasses one or more predetermined performance targets during the fiscal year. Remuneration from the STI program is limited to a maximum of 100% of the fixed salary for the President and 40% of fixed salary for other management, which means that Byggmax can immediately calculate the maximum variable remuneration level. STIs are

measured with qualitative and quantitative measures. The maximum cost of the Byggmax Group's STI program is estimated to amount to SEK twelve million (12) (excluding social security contributions).

Long-Term Incentives "LTI"

The 2017 AGM resolved on an LTI program in the form of a warrants-based incentive program. This incentive program is described in Note 9 of the 2018 Annual Report and can be viewed on the Company's website, www.byggmax.com.

The Board has evaluated the need of an additional incentive program and decided to propose that the 2019 AGM resolve to adopt a warrants-based incentive program in accordance with separate decision data.

Pension

Where possible, pension agreements should be premium-based and designed in accordance with the levels and practices applicable in the country where the Senior Executive is employed.

Other benefits

Other benefits may be provided in accordance with the conditions that apply in the country where the Senior Executive is employed. However, all such benefits should be as limited in scope as possible and are not permitted to comprise a significant proportion of total remuneration.

Notice period and severance pay

Senior Executives should be offered terms complying with prevailing legislation and practices in the country of employment of the Senior Executive. During the notice period, Senior Executives should be prevented from working in a competing business. In specific cases, a non-compete clause against continued compensation is applicable for a period of up to 24 months after termination of the notice period. At present, the longest notice period in the Byggmax Group is 12 months and no severance pay agreement exists in any employment contract.

The Board has the right to deviate from the aforementioned guidelines if the Board deems that it is motivated in specific cases.

Item 15 – Resolution regarding the incentive program, comprising a private placement and assignment of warrants

The Board proposes that the Annual General Meeting (AGM) resolve on a long-term incentive program as follows, comprising the private placement of a new issue of warrants and the assignment of warrants.

Background and motive

The Board deems it important and in the interest of all shareholders that the employees of the Byggmax Group have a long-term interest in a favorable trend in the Company's share price. The Company has previously adopted warrants-based incentive programs at the 2015 and 2017 AGMs. Of these programs, the warrants-based incentive program adopted at the 2017 AGM is still outstanding while the incentive program adopted at the 2015 AGM has expired without any shares being subscribed for under the warrants (for additional information see the heading "Outstanding and previous share-related incentive programs" below).

A warrants-based incentive program for the Byggmax Group's employees enables the reward of employees to be linked to the Company's future earnings and value trends. Long-term growth in value is thereby prioritized and the goals of shareholders and the employees concerned coincide. In addition, share-related incentive programs create a Group-wide focus for these employees and thus prioritize actions for the long-term. The

incentive program is also assessed as facilitating the recruitment and retention of key employees by the Company.

In light of the terms and conditions, the size of the allocation and other circumstances, the Board is of the opinion that the proposed incentive program, in accordance with the following, is both reasonable and advantageous for the Company and its shareholders.

Allotment and general terms for the warrants

A maximum issue of 1,280,000 warrants is proposed. The warrants are intended to be offered to employees at market rates in even lots of 1,000 warrants. Participants in the incentive program are divided into two (2) categories. The Company's Board should be empowered to decide on allocation of the warrants in accordance with the following guidelines:

Category	No. of participants in the category	Guaranteed allocation of warrants per participant
President	1	400,000
Other management	11	80,000
Total	12	1,280,000

All warrants are to be issued free of any consideration to Byggmax AB (Corp. Reg. No. 556645-6215) (the Subsidiary), a wholly-owned subsidiary of the Company, to later, in turn, be assigned to the participants in the incentive program. In this connection, the price per warrant should therefore correspond to the warrant's market value estimated through application of the customary valuation model (the Black-Scholes model) based on the share price of the listed share and other market conditions prevailing on the date of assignment.

For each Warrant, the Holder is entitled, during the period June 10, 2024 through December 9, 2024, or an earlier date in accordance with Point 1 below, to subscribe for one new share in the Company at a Subscription Price amounting to 125% of the mean value of the volume-weighted-average for each trading day of the price paid for the Byggmax share on Nasdaq Stockholm during the period May 14, 2019 through May 27, 2019. Days on which no price paid or bid price is recorded should not be included in the calculation. The subscription price arrived at through this calculation should be rounded off to the nearest whole ten öre, whereby four (4) öre should be rounded down and five (5) öre and above rounded up. The subscription price is not permitted to be lower than the quotient value of the Company's shares.

The calculation of the market value and calculation of the subscription price for subscription for new shares in the Company must be performed by an independent rating agency.

Subscription to warrants should be performed on the subscription list by May 28, 2019. The Board of Directors retains the right to extend the subscription period.

The subscription price and number of shares that every warrant entitles the holder to subscribe for is recalculated in the event of a split, a reverse split, new share issues, etcetera in accordance with customary conversion rules. Furthermore, in accordance with customary terms, warrants should be possible to exercise prematurely in the event of a compulsory redemption of shares, liquidation or merger whereby the Company is absorbed into another company.

A prerequisite for the allocation of warrants is that the participant signs a pre-emption agreement with the Subsidiary.

The underlying reasons for deviation from the shareholders' pre-emptive rights is specified under the heading "Background and motive."

Costs, dilution effects and effects on relevant key ratios

It is proposed that the participants' acquisition of warrants is subsidized by the Bygghmax Group through the participants receiving a cash bonus after tax corresponding to not more than 50 percent of the price of the warrants acquired by the respective participants. This bonus will be paid in the following stages: 1/5 one (1) year following subscription, 1/5 two (2) years following subscription, 1/5 three (3) years following subscription, 1/5 four (4) years following subscription and 1/5 five (5) years following subscription and requires that before each payment the respective participant is still an employee of the Bygghmax Group and still holds the acquired warrants or, where applicable, the shares subscribed through exercising the warrants. The AGM's resolution on this matter will authorize the Board to prepare complete terms and conditions for this bonus program.

The incentive program is expected to result in costs of about SEK 8,000,000 for the period until the last day of subscription for the warrants, for the Bygghmax Group. The costs are primarily attributable to the payment of bonuses and associated employers' contributions for the Company's subsidy of the participants' acquisition of warrants.

The proposed incentive program comprises a maximum of 1,280,000 warrants that can be utilized for subscribing for a maximum of 1,280,000 shares, which corresponds to a dilution effect of a maximum of approximately 2.1%. The Company's share capital can increase by a maximum of SEK 426,666.67, with reservation for any increase caused by recalculation in line with the terms of the warrants.

Dilution and the costs of establishing and administering the incentive program are expected to have a marginal impact on the Bygghmax Group's key ratios.

Outstanding and previous share-related incentive programs

At the 2017 AGM, the Company resolved to adopt an incentive program, comprising a private placement and assignment of warrants to the President, other management and key individuals. The warrants were issued free of any consideration to the Subsidiary, to later, in turn, be assigned to the participants in the incentive program. The program comprised a total of 1,520,000 warrants, of which 954,000 warrants are outstanding and are held by participants in the incentive program. Each warrant entitles the holder to subscribe for one new share in the Company in the period from June 8, 2020 until December 7, 2020 at a price of SEK 67.5 per new share. The participants in the warrants program have entered into a pre-emption agreement.

The warrants-based incentive program adopted at the 2015 AGM has expired without any shares being subscribed for under the warrants. The incentive program encompassed a total of 1,344,000 warrants.

The Board of Directors does not intend to implement incentive programs on an annual basis.

Majority requirement

A resolution in favor of the proposal requires the support of shareholders representing a minimum of nine tenths of the votes cast and nine tenths of the shares represented at the AGM.

Information concerning the AGM

The Board of Directors and the President must, if a shareholder so requests and the Board of Directors considers it possible without this resulting in material damage to the Company, provide information concerning, conditions that could influence the assessment of an item on the agenda, conditions that could influence assessments of the financial condition of the Company or subsidiaries and the company's relationship to other Group companies.

Documentation for the Annual General Meeting

The financial statements and auditors' report, the auditors' opinion on the application of guidelines for the remuneration of Senior Executives, a complete set of proposals for the resolutions, and, where applicable, reasoned opinions as well as other documents pursuant to the Companies Act will be available from the Company at Armégatan 40 in Solna, Sweden, and on the Company's website, www.byggmax.com, not later than three weeks before the AGM, that is, not later than April 18, 2019. Copies of the documents are sent to shareholders who have requested this and provided their postal address. The documents will also be available at the AGM.

Processing of personal data

For information regarding the processing of your personal data, please refer to www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Stockholm, April 2019

Byggmax Group AB (publ)

Board of Directors