

The Nomination Committee's proposals etc. to the 2020 Annual General Meeting of Byggmax Group AB (publ)

The Nomination Committee of Byggmax Group AB (publ), Corp. Reg. No. 556656-3531, ("**Byggmax**") comprises of Anders Algotsson, AFA Försäkring; Vegard Søraunet, Verdipapirfonde Odin Sverige; Peter Anderson, RBC Investor Services Trust; and Anders Moberg, Chairman of the Board. The members of the Nomination Committee have been appointed in accordance with the principles previously adopted by the AGM. Peter Anderson has not participated in the Nomination Committee's work regarding the proposals to the 2020 AGM.

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 proposals

1. Chairman of the Board Anders Moberg is proposed as Chairman of the Annual General Meeting. If Anders Moberg is unable to participate, Board member Gunilla Spongh is proposed as Chairman of the Annual General Meeting.
2. The proposed composition of the Board is seven members.

Re-election of the following Board members: Anders Berg, Kjersti Hobøl, Hannele Kemppainen, Anders Moberg, Daniel Mühlbach and Gunilla Spongh. Board member Per Strömberg has declined re-election in order to be able to place his full focus on his main role as Managing Director of ICA Gruppen. Board member Ullrika Eliasson has also declined re-election. Lars Ljungälv is proposed for election as new Board member.

The Nomination Committee proposes that Anders Moberg be re-elected as Chairman of the Board.

3. The Nomination Committee proposes an unchanged fee of SEK 630,000 to the Chairman of the Board and unchanged fees of SEK 300,000 to each of the other Board members. For the Audit Committee, unchanged fees are proposed of SEK 100,000 to the Chairman and SEK 40,000 to each of the other two members. For the newly established Remuneration Committee, fees are proposed of SEK 50,000 to the Chairman and SEK 30,000 to each of the other two members.

Altogether, the Nomination Committee's proposal means that total remuneration to the Board, compared to the previous year, will decrease by SEK 190,000 from SEK 2,910,000 in total to SEK 2,720,000.

4. The Nomination Committee proposes that the number of auditors remains unchanged at one auditor with no deputy.

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. Öhrlings PricewaterhouseCoopers AB has notified that Authorized Public Accountant Cesar Moré will serve as the Auditor in Charge.

5. Fees to the auditor are payable against approved invoices.
6. The Nomination Committee proposes the following principles regulating the appointment of the Nomination Committee and its work.

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 may be appointed as a member of the Nomination Committee provided the other members of the Nomination Committee requests such appointment. 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 Managing Director and senior executives of the Company are not permitted to be members of the Nomination Committee.

The Chairman of the Board is the convener of the first meeting of the Nomination Committee. Unless otherwise decided by the 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 Committee extends until such time as a new Nomination Committee has been appointed.

The composition of the Nomination Committee will be published not later than six months prior to the AGM, thereby providing all shareholders with information regarding which individuals to contact regarding nomination issues.

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 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 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 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 the first paragraph 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.

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 policies regulating the appointment of the Nomination Committee.

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 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 paragraph five above.

The work and motivated statements of the Nomination Committee

The Nomination Committee held two meetings as well as telephone discussions and e-mail correspondence as part of preparing proposals for the 2020 AGM. 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.

Lars Ljungälv, born 1969, is proposed for election as new Board member. Lars Ljungälv is currently Managing Director and Group CEO of Bergendahl & Son AB and has previously, inter alia, been Regional Director and Global Head of Large Corporates and Institutions at Swedbank AB (publ) and Managing Director and Group CEO of Sparbanken Öresund AB (publ). Lars Ljungälv holds a degree in Economics and Management from Lund

University. Other current assignments include Board member of Ikano Bank AB (publ) and Chairman of the Board of several subsidiaries in the Bergendahl Group and of System Engineering Solutions 37 (SES37) AB. Lars Ljungälv and related parties hold no shares in Byggmax. Lars Ljungälv is deemed independent in relation to Byggmax and its management as well as in relation to major shareholders in Byggmax.

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 AGM means, inter alia, that of the Board's seven members, three 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.