



Annual General Meeting of Bygghmax Group AB (publ) 2022

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The Annual General Meeting (AGM) of Bygghmax Group AB (publ) took place on Thursday, May 5, 2022 in Stockholm, Sweden. Complete information and documentation regarding the AGM's decision can be found on the company's website, www.bygghmax.com. The AGM resolved in line with all of the motions presented in the notification of the AGM.

Resolution regarding adoption of the income statement and balance sheet etc.

The AGM resolved to adopt the income statement and balance sheet for the Parent Company as well as the consolidated income statement and consolidated balance sheet for the previous financial year. The Board of Directors and the Managing Director were discharged from liability for the same period.

Resolution on the appropriation of profits

The AGM resolved that a dividend for the financial year 2021 be paid in an amount of SEK 4 per share, a total of SEK 234,500,180 (dividend on own shares held by the Company have been excluded from the total amount). The record date will be May 9, 2022. Dividend is expected to be paid on the third banking day after the record date, i.e. on May 12, 2022.

The AGM resolved that the remaining profits be carried forward.

Board of Directors

The AGM resolved in accordance with the proposal of the Nomination Committee for the re-election of Board members Kjersti Hobøl, Anders Moberg, Daniel Mühlbach, Gunilla Spongh, Lars Ljungälv, Andréas Elgaard and Catarina Fagerholm. Anders Moberg was re-elected as Chairman of the Board.

Resolution pertaining to directors' fees

The AGM resolved in line with the Nomination Committee's proposal that directors' fees be allocated as follows: a fee of SEK 875,000 to the Chairman of the Board and a fee of SEK 350,000 to each of the other Board members. Regarding the Audit Committee, it was resolved that fees of SEK 150,000 be allocated to the Chairman and SEK 75,000 to each of the other two members. Regarding the Remuneration Committee, it was resolved that fees of SEK 65,000 be allocated to the Chairman and SEK 40,000 to each of the other two members.

Auditor

The AGM resolved to re-elect the registered accounting firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor until the end of the next AGM. Authorized Public Accountant Cesar Moré will serve as the Auditor in Charge. Fees to the auditor are paid against approved invoices.

Approval of the remuneration report

The AGM resolved to approve the Board's remuneration report.

Authorization of the Board of Directors to resolve on issue of shares, warrants and/or convertible instruments

The AGM resolved, in accordance with the Board's proposal, to authorize the Board to, with or without deviation from shareholders' preferential rights and on one or several occasions during the period until the next AGM, resolve to increase the Company's share capital by issuing new shares, warrants or convertible instruments. The number of shares that such issues may comprise may be equivalent to a maximum of ten percent of the share capital of the Company at the time of the 2022 AGM. The complete proposal containing additional conditions is included in the notification of the AGM.

Authorization of the Board of Directors to resolve on acquisitions and transfers of own shares

The AGM resolved, in accordance with the Board's proposal, to authorize the Board to, on one or several occasions during the period until the next AGM, resolve on acquisitions and transfers of the Company's own shares. Acquisitions shall take place on Nasdaq Stockholm at a price per share within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price, and may take place provided that the Company's holding does not at any time exceed five percent of all shares in the Company. Transfer of own shares shall be made either on Nasdaq Stockholm or in another manner with deviation from shareholders' preferential rights and may comprise all treasury shares held by the Company at any given time. The complete proposal containing additional conditions is included in the notification of the AGM.

Resolution regarding reduction of the share capital through retirement of own shares and bonus issue

The AGM resolved, in accordance with the Board's proposal, to reduce the Company's share capital by SEK 791,333.333593 by retiring 2,374,000 of the own shares held by the Company. The purpose of the reduction is to allocate means to unrestricted equity. Further, to restore the share capital following the reduction of the share capital, the AGM resolved, in accordance with the Board's proposal, to increase the share capital by a bonus issue of SEK 791,333.333593, which correspond to the amount by which the share capital is reduced by retiring shares. The bonus issue will take place without issuing new shares, by transferring the amount from the Company's unrestricted equity. The complete proposal is included in the notification of the AGM.

Resolution regarding incentive program, comprising a private placement and assignment of warrants

The AGM resolved on a long-term incentive program for 12 senior executives in the Byggmax Group, comprising a private placement of not more than 640,000 warrants to Byggmax AB and assignment of warrants to the participants in the incentive program. The transfer of the warrants to the participants in the incentive program shall take place at market value.

Each warrant entitles the holder, during the period from June 14, 2027 to December 13, 2027, to subscribe for one (1) new share in Byggmax Group AB (publ) at a subscription price amounting to 125 percent of the volume-weighted average price paid for the Company's share on Nasdaq Stockholm during the period from May 10, 2022 to May 23, 2022. The company's share capital can increase by a maximum of SEK 233,333.333403, which corresponds to a dilution effect of at most about 1,1 percent.

The participants' acquisition of warrants is subsidized by the Bygghmax Group through the participants receiving a cash bonus that, after individual tax, correspond to not more than 50 percent of the price of the warrants acquired by the respective participants. This bonus will be paid out with 1/5 annually starting one year after subscription, and with the last payment five years after 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.

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About Bygghmax Group

Bygghmax is a leading Nordic retail chain offering construction materials and do-it-yourself products with a well-developed online commerce section and 190 physical stores in Sweden, Norway and Finland. Bygghmax offers straightforward and excellent value products of high quality at the best price. Bygghmax wants to be close to its customers and offer customers the know-how to improve their homes, regardless of budget or previous experience. Included in Bygghmax Group is Skånska Byggvaror, a Nordic e-commerce company with self-developed compound products for home and garden, such as patio rooms and green houses. The group's annual revenue 2021 was SEK 7.6 billion and the corporate group is listed on Nasdaq since 2010.