



Annual General Meeting of Bygghmax Group AB (publ) 2024

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The Annual General Meeting (AGM) of Bygghmax Group AB (publ) was held on Monday May 6, 2024 in Stockholm. Complete information and documents regarding the AGM's resolutions are available on the company's website, www.bygghmax.com. All resolutions passed by the AGM are in accordance with the proposals presented in the notification of the AGM.

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.

Appropriation of the company's profit

The AGM resolved, in accordance with the Board's proposal, that a dividend for the financial year 2023 be paid in an amount of SEK 0.50 per share, a total of SEK 29,312,522.50. The record date will be May 8, 2024. The dividend is administered by Euroclear Sweden AB and is expected to be paid on the third banking day after the record date, i.e. on May 14, 2024. The remaining profits shall be carried forward.

Board of Directors

Anders Moberg, Daniel Mühlbach, Gunilla Spongh, Lars Ljungälv, Andréas Elgaard and Catarina Fagerholm were, in accordance with the proposal of the Nomination Committee, re-elected as Board members. Anders Moberg was re-elected as Chairman of the Board.

Directors' fees

The AGM resolved that Board fees shall be paid in the amount of SEK 930,000 to the Chairman of the Board and SEK 370,000 to each of the other Board members. A fee of SEK 190,000 shall be paid to the Chairman of the Audit Committee and SEK 85,000 to the other two members of the Audit Committee. A fee of SEK 65,000 shall be paid to the Chairman of the Remuneration Committee and SEK 40,000 to the other two members of the Remuneration Committee.

Auditor

Öhrlings PricewaterhouseCoopers AB (PwC) was re-elected as auditor for the period until the end of the next AGM. Authorized auditor Cesar Moré will be the auditor in charge. Fees to the auditor shall be paid in accordance with approved invoices.

Approval of the remuneration report

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

Authorization 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 Annual General Meeting's resolution on the authorization. The proposal with other terms and conditions is set out in its entirety in the notice convening the AGM.

Authorization to acquire and transfer the company's 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.

Incentive program, including directed share issue and transfer of warrants

The AGM resolved on a long-term incentive program for senior executives in the Byggmax Group, including a directed share issue of a maximum of 440,000 warrants to Byggmax AB and transfer of the warrants to the participants in the incentive program. The transfer of the warrants to the participants in the incentive program shall be made at market value.

Each warrant entitles the holder, during the period from June 11, 2029 to December 10, 2029, to subscribe for one (1) new share in Byggmax Group AB (publ) at a subscription price amounting to 125 per cent of the volume-weighted average price paid for the company's share on Nasdaq Stockholm during a period of ten (10) business days from and including May 9, 2024. The company's share capital may increase by a maximum of SEK 152,605.880353, corresponding to a dilution effect of not more than approximately 0.7 percent.

The participants' acquisition of warrants is subsidized by the Byggmax Group through the participants receiving a cash bonus that, after individual tax, corresponds 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 Byggmax Group and still holds the acquired warrants or, where applicable, the shares subscribed through exercising the warrants.

Guidelines for the remuneration

The AGM resolved, in accordance with the Board's proposal, to adopt, with some minor adjustments, unchanged guidelines for the remuneration of Board members and company management. The complete proposal containing additional conditions is included in the notification of the AGM.

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About Byggmax Group

Byggmax is a leading Nordic retail chain offering construction materials and do-it-yourself products with a well-developed online commerce section and 209 physical stores in Sweden, Norway, Finland and Denmark. Byggmax offers straightforward and excellent value products of high quality at the best price. Byggmax 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 Byggmax 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 2023 was SEK 6.1 billion and the corporate group is listed on Nasdaq since 2010.