

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 8, 2014, at 10:00 a.m. at Primus Konferens, Primusgatan 18 in 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 2, 2014, and
- notify the Company of their intention to attend the AGM, not later than at 4:00 p.m. on Friday, May 2, 2014, to the address Byggmax Group AB (publ), Box 6063, SE-171 06 Solna, Sweden (Labeled "Annual General Meeting"), by telephone +46 (0) 8 514 930 60 or by e-mail to info@byggmax.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

In order to participate at the AGM, shareholders who have registered their shares in the name of a trustee must temporarily re-register the shares in their own names in the register of shareholders maintained by Euroclear Sweden AB. Such temporary re-registration must be executed not later than Friday, May 2, 2014, which means that shareholders are advised to notify their trustee well in advance of this date.

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.se.

Number of shares and votes

The Company had a total of 60,737,045 shares at the date of issue of the notification. The total number of votes in the Company is 60,737,045. The Company does not own any treasury shares.

Proposed agenda

1. Opening of the Meeting and election of 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, and the record date for the dividend
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 policies regulating the appointment of the Nomination Committee and its work
15. Resolution on guidelines for the remuneration of senior executives
16. Close of the Meeting

Proposals for resolution

Item 1 – Election of Chairman for the Meeting

The Nomination Committee proposes the election of Fredrik Cappelen 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 of Directors proposes a dividend of SEK 2.30 per share. The proposed record date for payment of the dividend is Tuesday, May 13, 2014. If the AGM resolves in accordance with the motion, the dividend is scheduled to be distributed by Euroclear Sweden AB on Friday, May 16, 2014.

Items 11 – 14

The Nomination Committee, comprising Fredrik Strömholm Chairman of the Nomination Committee, representing Altor 2003 Sarl, Mats Gustafsson, representing Lannebo fonder, and Fredrik Grevelius, representing Investment AB Öresund, representing a combined total of approximately 29 percent of the total number of votes in the Company, made the following proposals regarding items 11 – 14:

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 six (6) with no deputies. 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 the payment of Directors' fees totaling SEK 1,500,000, of which SEK 500,000 to the Chairman and SEK 250,000 each to Anders Moberg, Stig Notlöv, Lottie Svedenstedt and Karin Hygrell Jonsson. No Directors' fees are proposed for Stefan Linder. The fees include remuneration for committee work. 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 of the following Board members: Fredrik Cappelen, Stefan Linder, Anders Moberg, Stig Notlöv and Lottie Svedenstedt. Furthermore, Karin Hygrell Jonsson is proposed for election as a new Board member. Johannes Lien has declined re-election.

In addition, re-election is proposed of Fredrik Cappelen as Chairman of the Board.

Karin Hygrell Jonsson was born in 1955 and is currently CFO of Axfood AB. Karin Hygrell Jonsson has been employed by the Axfood Group since 1991 and a member of Group management since 2007. Ms. Jonsson holds a degree in Economics and Business Administration from the Stockholm School of Economics and is a Board member of Fujifilm Sverige AB as well as a number of subsidiaries of Axfood AB.

A more detailed presentation of the proposed Board members is available on the Company's website, www.byggmax.se.

The Nomination Committee proposes the re-election of the Company's current auditor, the registered accounting firm Öhrlings PricewaterhouseCoopers AB until the end of the 2015 AGM. Öhrlings PricewaterhouseCoopers AB have notified that Authorized Public Accountant Ann-Christin Hägglund will be the auditor in charge.

Item 14 – Resolution on policies regulating the appointment of the Nomination Committee and its work

The Nomination Committee proposes that unchanged principles for the appointment of the Nomination Committee to those adopted at the 2013 AGM apply until the 2015 Annual General Meeting:

1. 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 can be appointed to the Nomination Committee. 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 President and senior executives of the Company should not be members of the Nomination Committee.

2. The Chairman of the Board is the convener of the first meeting of the Nomination Committee and an owner representative should be appointed as Chairman of the Nomination Committee. The Nomination Committee should prepare written rules of procedure to govern its work. The mandate period of the Nomination Committee extends until such time as a new Nomination Committee has been appointed.
3. The composition of the Nomination Committee must be announced a minimum of six months prior to the AGM, thereby providing all shareholders with information regarding which individuals to contact regarding nomination issues.
4. 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 must then inform the other Committee 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 Annual General Meeting. Changes in the Nomination Committee are announced immediately.
5. The Nomination Committee should prepare and submit proposals to the AGM in respect of:
 - the election of the Chairman of the AGM;
 - 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 (where applicable).
6. 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.

Item 15 – 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 proposal for guidelines for determining remuneration and other terms of employment for the President and Senior Executives is, essentially, the same as those guidelines adopted at the 2013 AGM, with the exception that no proposed option program is included in the proposal.

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 median market rates, however, total remuneration, including STIs and LTIs, should enable median market salaries to 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 salary

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 30% 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 4.0 million (excluding social security contributions).

Long Term Incentives "LTI"

The 2011 AGM resolved on a long-term incentive program in the form of a warrants-based incentive program. This incentive program is described in Note 9 of the 2013 Annual Report and can be viewed on the Company's website, www.byggmax.se.

The 2013 AGM resolved on an additional long-term incentive program in the form of a warrants-based incentive program. This incentive program is described in Note 9 of the 2013 Annual Report and can be viewed on the Company's website, www.byggmax.se.

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 apply in accordance with the terms applicable for the country of employment of the Senior Executive. 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.

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.se, not later than three weeks before the AGM, that is, not later than April 17, 2014. 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.

Stockholm, April 2014

Byggmax Group AB (publ)

Board of Directors