



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 Friday, April 20, 2012, at 11:30 a.m. at Primus Konferens, Primusgatan 18 in Stockholm.

Entitlement to participate at the AGM

Shareholders who wish to participate at the AGM must:

both be listed in the register of shareholders maintained by Euroclear Sweden AB on Saturday, April 14, 2012,

and notify the Company of their intention to attend the AGM no later than at 4.00 p.m. on Monday, April 16, 2012.

Since the record date is a Saturday, shareholders must be listed in the share register not later than Friday, April 13, 2012.

Notice of participation

Notice of participation at the AGM should be submitted in one of the following ways:

- By e-mail: info@byggmax.se;
- By telephone: +46 8 514 930 60;
- In writing: Byggmax Group AB, Box 6063, SE-171 06 Solna, Sweden (Label the letter "Annual General Meeting").

When giving notice of participation, shareholders must state:

- Their name
- Personal ID/corporate registration number
- Address
- Daytime telephone number
- Shareholding in Byggmax
- The names of any advisors, maximum two, who will accompany the shareholder to the AGM, or the name of a proxy.

When applicable, notice should be accompanied by full proof of authority such as the certificate of registration or its equivalent.

Proxies

Shareholders who are 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 must be enclosed with the notice of participation. The power of attorney is not permitted to be older than one year, however, the period of validity of the power of attorney is permitted to extend to five years from the date of issue if this is specifically stated. 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. Proxy forms are available on the Company website, www.byggmax.com, and are sent on the request of shareholders to the postal address supplied by the shareholders.

Trustee registered shares

Shareholders who have registered their shares in the name of a trustee via a bank or securities institution must temporarily re-register the shares in their own names in order to participate at the AGM. Such temporary re-registration must be executed with Euroclear Sweden AB not later than Friday, April 13, 2012, which means that shareholders are advised to notify their trustee well in advance of this date.

Right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7, section 32 of the Swedish Companies Act.

Number of shares and votes

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

Proposed agenda

1. Opening of the Meeting;
2. Election of Chairman for the Meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination of whether the Meeting has been duly convened;
7. Presentation of the Annual Report and the Auditors' Report, as well as the Consolidated Financial Statements and the Consolidated Auditor's Report;
8. Address by the President;
9. Resolution regarding the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
10. Resolution regarding the allocation of the Company's profit in accordance with the adopted Balance Sheet, and the record date for the dividend;
11. Resolution regarding discharge from liability of the Board of Directors and the President;
12. Determination of the number of Board members and deputy Board members;
13. Determination of remuneration to the Board of Directors;

14. Election of Board members and Chairman of the Board;
15. Proposal regarding the principles for appointing the Nomination Committee;
16. Proposal for resolution regarding guidelines for the remuneration and other terms of employment for senior executives;
17. Close of the Meeting.

Resolution regarding the allocation of the Company's profit in accordance with the adopted balance sheet (item 10)

The Board of Directors proposes a dividend of SEK 1.80 per share. The proposed record date for payment of the dividend is Wednesday, April 25, 2012. If the AGM resolves in accordance with the motion, the dividend is scheduled to be distributed by Euroclear Sweden AB on Monday, April 30, 2012.

Proposals regarding the Board of Directors, etc. (items 2, 12, 13 and 14)

The Nomination Committee, comprising Fredrik Strömholm (Chairman) representing Altor 2003 Sarl, Mats Gustafsson representing Lannebo Funds and Arne Löw representing the Fourth Swedish National Pension Fund, representing a combined total of approximately 45 percent of the total number of votes in the Company, made the following proposals regarding items 2, 12, 13 and 14:

- The AGM elects Fredrik Cappelen as Chairman for the Meeting (item 2).
- The AGM appoints six (6) Board members and no deputy Board members (item 12).
- The AGM approves the payment of Directors fees of SEK 500,000 kronor to the Chairman of the Board and SEK 250,000 each to Anders Moberg, Stig Notlöv and Lottie Svedenstedt (item 13).
- The AGM re-elects all current Board members Fredrik Cappelen, Johannes Lien, Stefan Linder, Anders Moberg, Stig Notlöv and Lottie Svedenstedt. Fredrik Cappelen is proposed to continue as Chairman of the Board (item 14).

By way of information, at the 2010 AGM, Öhrlings PricewaterhouseCoopers AB, with Auditor in Charge Anna-Carin Bjelkeby, was elected the Company's auditor and a resolution passed that auditors' fees be paid on a current account basis in accordance with customary terms of payment until the end of the 2014 AGM.

Proposal regarding the principles for appointing the Nomination Committee (item 15)

The Nomination Committee proposes that the following principles for the appointment of the Nomination Committee apply for the 2013 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 their 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. 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 auditors and deputy auditors (where applicable).
 - Resolutions on the principles for appointing the Nomination Committee (where applicable).
1. 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.

Proposal for resolution regarding guidelines for the remuneration and other terms of employment for senior executives (item 16)

The Board of Directors proposes that the AGM passes a resolution that the guidelines for determining remuneration and other terms of employment for the President and other Senior Executives, as adopted at the 2011 AGM, continue to be applied.

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 (STIs)

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 Senior Executives, 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 3.1 million (excluding social security contributions).

LTIs

The 2011 AGM resolved on a long-term incentive program in the form of a warrant-based incentive program. The said incentive program can be viewed on the Company's website, www.byggmax.com.

Pension

Pension agreements should, if possible, be defined contribution based and formulated in line with the levels and practice in the country of employment of the Senior Executive.

Other benefits

Other benefits may apply in accordance with the terms applicable for the country of employment of the Senior Executive. 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 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 of Directors should have the right to depart from the aforementioned guidelines if the Board of Directors deems an individual case to contain particular reasons to motivate departure.

Documentation for the Annual General Meeting

The Annual Report and a complete set of proposals for the resolutions and statements pursuant to the Companies Act, including the principles for appointing of the Nomination Committee in their proposed wording, 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. Copies of the documents are sent to shareholders who have requested this and provided their postal address.

Stockholm, March 2012

Byggmax Group AB (publ)

Board of Directors