

## **The nomination committee's proposal to the annual general meeting 2019 in Bygghemma Group First AB (publ) including information on proposed members of the board and motivated statement**

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The nomination committee, composed of Marcus Egelstig (FSN Capital, chairman), Kristian Ford (Mikael Olander), Jonas Rennmark (ATP) and Henrik Theilbjørn (chairman of the board of directors), proposes the following:

- Attorney-at-law Erik Sjöman shall be appointed chairman of the annual general meeting.
- The board of directors shall consist of seven members with no deputies.
- The remuneration to the board of directors shall amount to SEK 1,750,000 in total, in accordance with the following. SEK 400,000 shall be distributed to the chairman of the board and SEK 200,000 to each of the other board members not employed by the company. In addition, SEK 100,000 shall be distributed to the chairman of the audit committee and SEK 50,000 to the chairman of the remuneration committee.
- Re-election of members of the board of directors Henrik Theilbjørn, Peter Möller, Ingrid Jonasson Blank and Bert Larsson and election of Johan Giléus, Christophe Le Houédec and Tom Tang as new members of the board of directors. Lars Nilsson and Florian Seubert have declined re-election.
- Re-election of Henrik Theilbjørn as chairman of the board.
- The company shall have one auditor with no deputies.
- Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation.
- Re-election of the audit company Öhrlings PricewaterhouseCoopers AB. The proposal is in accordance with the audit committee's recommendation.

The nomination committee further proposes that the annual general meeting resolves upon a nomination committee for the annual general meeting 2020, as follows.

The chairman of the board shall, based on the ownership of the company as of 30 September 2019, convene a nomination committee comprising the chairman of the board and one member appointed by each of the three largest shareholders (a "shareholder" below is referred to as an individual shareholder or a group of shareholders) in the company. In the event any of the three largest shareholders refrains from their right to appoint a member of the nomination committee, the chairman of the board shall pass the right to appoint a member to the shareholder with the next largest shareholding in order.

The member of the nomination committee that represents the largest shareholder in respect of voting power shall be chairman of the nomination committee, provided that the members of the committee do not agree on another chairman. The chairman of the nomination committee shall not be a member of the board of directors in the company. A shareholder that has appointed a member of the nomination committee, is entitled to discharge that member and appoint a new member at any time. If a member resigns from the nomination committee prior to the completion of its work, the shareholder that appointed the member to the nomination committee is entitled to appoint a new member to the nomination committee. In the event a fundamental change of the ownership structure in the company occurs less than two months prior to the annual general meeting and where a shareholder, after such fundamental change in ownership, has become one of the three largest shareholders of the company, makes a request to the chairman of the nomination committee regarding the appointment of a member thereof, the nomination committee shall offer the shareholder the opportunity to appoint a member thereof. This member shall replace the member appointed by the shareholder that after the change of ownership no longer is one of the three largest shareholders in respect of voting power.

The members of the nomination committee shall not receive remuneration. However, the nomination committee is entitled to charge the company with reasonable costs for hiring recruitment consultants and other consultants that are necessary for the nomination committee to complete its tasks.

In addition, the company shall, at the request of the nomination committee, provide reasonable human resources, such as a secretarial function, to facilitate the work of the nomination committee.

The nomination committee shall pursue the tasks that are the responsibility of the nomination committee pursuant to the Swedish Corporate Governance Code.

### ***Information on the proposed new board members***

**Johan Giléus**, born 1965, resident in Sweden and a Swedish citizen, has studied Business Administration at Stockholm University. Throughout most of his career Johan Giléus has worked within finance and accounting and is currently working as an independent financial advisor. Previously, Johan Giléus spent some 25 years with Deloitte where he, among other things, was a partner and headed up the Transaction Services (M&A) function with some 30 professionals and served on the board of Deloitte Sweden. Johan Giléus has extensive experience of accounting and financial reporting in publicly traded companies and other issues regarding the stock market, risk management and strategic transactions. He has also extensive experience from working with stock exchange audits. Currently, Johan Giléus holds a non-executive director position and head of audit committee in Haldex AB. He serves also as part-time CFO at InDex Pharmaceuticals Holding AB, listed on Nasdaq First North Stockholm. Johan Giléus holds no shares in Bygghemma.

**Christophe Le Houédec**, born 1972, resident in France and a French citizen, holds an engineer degree from Ecole des Mines de Paris. Throughout most of his career Christophe Le Houédec has worked within manufacturing, supply chain and logistics and has had various senior positions, such as Engineer, Groupe Renault (1995-1997), Supply Chain Manager, Groupe Danone (1997-2005), Senior Consultant within Operations Strategy and within Manufacturing Efficiency, The Boston Consulting Group (2005-2007), Logistics Director Nordics, Schneider Electric (2007-2011), Director Amazon France, primarily within Supply Chain and Logistics Services (2011-2017), and currently as CEO and co-founder of AyoLab, a Paris-based start-up company. Currently, Christophe Le Houédec holds no other non-executive director positions. Christophe Le Houédec holds no shares in Bygghemma.

**Tom Tang**, born 1976, resident in Great Britain and an American citizen, holds a Bachelor in Computer Science and an MBA. Throughout most of his career Tom Tang has worked within IT, software engineering and technology and has had various senior positions, such as Manager, IT & Corporate Strategy, Ford Motor Company (2005-2007), Senior Manager, Software Development & Program Management, Amazon (2007-2011), Division Vice President, Software Engineering, Sears Holding (2011-2015), Senior Vice President, Software Development, TraFone Wireless (2015-2016), Director, Software Development & Technology, Sainsbury's Argos (2016-2018) and currently, Chief Information Officer, Sainsbury's Argos. Currently, Tom Tang holds no other non-executive director positions. Currently, Tom Tang holds no other non-executive director positions. Tom Tang holds no shares in Bygghemma.

Further information on the proposed members of the board of directors is available at [www.bygghemmagroup.com](http://www.bygghemmagroup.com).

Information on the proposed board members independence vis-à-vis the company, the executive management and major shareholders are set forth below.

### ***The nomination committee's motivation for its proposal on Members of the Board, etc.***

The nomination committee has held three formal meetings regarding their work prior to the annual general meeting 2019. The members have been in continuous e-mail-and telephone contact in addition thereto. The nomination committee has, as basis for its work, been provided with an evaluation of the board and its work, performed by the chairman of the board. In the evaluation, the members of the board have provided their views on work methods, board material, their own and other members' work efforts

as well as the scope of the mandate. Based on this information, the nomination committee has assessed what competence and experience a position on the board requires.

In light of the evaluation described above, the nomination committee has received a positive impression of the board's work in 2018. Furthermore, the nomination committee finds that the members of the board complements each other well as far as competence and experience. The nomination committee has also had discussions concerning diversity and is of the opinion that it is an important factor in the composition of the Board. In relation to the composition of the Board, the provisions of rule 4.1 of the Swedish Corporate Governance Code have been applied as diversity policy and with regard to the objectives of that policy. This has resulted in the nomination committee's proposal on members of the board to the Annual General Meeting.

It is the nomination committee's opinion that the board proposed to be appointed at the Annual General Meeting 2019 has a composition well suited to the company's operations, stage of development and other factors, and that the board members are characterized by versatility and diversity in their expertise, experience and background.

The gender distribution within the board is uneven. The nomination committee strives to change this, but in light of the company's stage of development and operations, the nomination committee has not proposed any changes to the board in this regard.

None of the proposed members of the board are members of the executive management, or the management of any subsidiary. It is the nomination committee's assessment that all proposed members are independent vis-à-vis the company and the executive management. It is further the nomination committee's assessment that six of the seven proposed members of the board are independent vis-à-vis the company's major shareholders. However, Peter Möller is considered dependent vis-à-vis the company's major owner group FSN Capital.

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**Valberedningen i Bygghemma Group First AB (publ)**