

Nomination Committee work prior to the 2022 Annual General Meeting G5 Entertainment AB (publ)

Composition of the Nomination Committee

In accordance with the decision at the Company's Annual General Meeting 2021, the members of the Nomination Committee were during the autumn appointed to prepare proposals for the 2022 Annual General Meeting. According to the decision by the Annual General Meeting, the Nomination Committee shall consist of five people appointed by the Company's five largest owners.

The Nomination Committee currently consists of Jan Andersson, appointed by Swedbank Robur Fonder, also Chairman of the Nomination Committee, Jeffrey Rose, appointed by Wide Development Ltd, Chairman of the Board Petter Nylander, appointed by Purple Wolf Ltd, Sergey Shults, appointed by Proxima Ltd and Tommy Svensk, based on own shareholding.

The work of the Nomination Committee

The Nomination Committee has had to prepare proposals for the Chairman of the Annual General Meeting for the 2022 Annual General Meeting, election of the Chairman of the Board and other members of the Board, remuneration of the Board and election and remuneration of the Auditor.

The Nomination Committee has during the preparations for the annual general meeting held two minuted meetings and has had ongoing contact between the meetings. For the evaluation of the Board's work, the Nomination Committee has been given reports from the Chairman of the Board and the CEO with regards to the Board's work and the Company's strategy and challenges in a medium-term perspective. In addition, the Nomination Committee has taken part of the Board's own evaluation of its work and interviewed the members of Board. On the basis of this information, the Nomination Committee has assessed that the Board is well-functioning and that the members have participated actively in the work with a high attendance rate.

In its evaluation of the Board's work, the Nomination Committee has found that the Board's work could be strengthened through the addition of an additional member, with, among other things, economic and financial knowledge and who can thus lead the work of the Board's audit committee. In the search for such a candidate, the Company has hired an external recruitment consultant, who has sought candidates in accordance with the established competence profile.

The completed search process has been successful, and the Nomination Committee will at the 2022 Annual General Meeting suggest the new election of Sara Börsvik.

Sara Börsvik was born in 1982 and holds a master's degree in economics from the University of Gothenburg. She is currently CFO of Epidemic Sound. She has previously had a similar roles within Bonnierförlagen, Rebtel and Mobile Norway. Prior to that, she held various positions within Tele2. Sara is currently a board member of Bonnierförlagen, Rebtel and BIMObjects.

The Nomination Committee's proposal to the Board

The Nomination Committee unanimously proposes that

- the board shall consist of six (last year five) members without deputies.
- re-election of members Johanna Fagrell Köhler, Petter Nylander, Jeffrey Rose, Marcus Segal and Vlad Suglobov and new election of Sara Börsvik.
- Petter Nylander is re-elected as Chairman of the Board.

The Nomination Committee's reasoned opinion

Formation of the Board. G5 Entertainment primarily sells and develops games for mobile phones, either in the form of in-house developed games or games that are licensed from other companies.

This is a fast-growing global business that places high demands on flexibility and creativity. When it comes to board members, knowledge and experience are required to identify and prioritize development projects, as well as to attract new customers and to retain the established customer base.

The Nomination Committee assesses that the proposed Board has a documented and broad experience of handling these issues. Sara Börsvik, with experience of digital customers and concept development in the publishing industry, is expected to add important experience.

The Swedish Corporate Governance Code requires the Nomination Committee to use a diversity policy in its work, and in this case the Nomination Committee has chosen to use Section 4.1 of the Corporate Governance Code, which stipulates that the Board shall be characterized by diversity and breadth in terms of competence, experience and background. In addition, an even gender distribution should be sought after.

The Nomination Committee has given special attention to the Board having an even gender distribution. Of the members of the proposed board, two are women and four are men. Among the members who are not employed by the Company, the proportion of women is 40%, which the Nomination Committee considers to be corresponding to an even gender distribution.

It is also the responsibility of the Nomination Committee to assess the independence of the Board members. The members Sara Börsvik, Johanna Fagrell Köhler, Petter Nylander and Marcus Segal are all judged to be independent in relation to the Company, the company management and to major shareholders. Jeffrey Rose is independent in relation to major shareholders but not in relation to the Company and the company management. Vlad Suglobov, the Company's CEO, is dependent both in relation to major owners, the Company and the company management. The proposed Board meets all external criteria in relation to independence.

Board remuneration. The Nomination Committee considers it important that the remuneration for board work is competitive, to thereby make it possible to attract and retain valuable competence. Against this background, the Nomination Committee proposes this year a continued upward adjustment of the members' fees and a larger increase in the remuneration of the Chairman of the Board in order to better reflect the workload and special responsibilities of the Chairman.

The Nomination Committee proposes a fee to the Chairman of the Board of SEK 625,000 (500,000) and SEK 295,000 (275,000) to each of the other members who are not employed by the Company. For work in the audit committee, a fee of SEK 125,000 (100,000) is proposed for the chairman and an unchanged SEK 50,000 for a member of the committee. The remuneration for work in the remuneration committee is proposed to be unchanged at SEK 50,000 for the chairman and SEK 30,000 for a member of the committee.

The Nomination Committee's other proposals for the 2022 Annual General Meeting

In addition, the Nomination Committee proposes the following to the 2022 Annual General Meeting

- the chairman of the Board, Petter Nylander, is elected Chairman of the **2022 Annual General Meeting**.
- as **auditor** is re-elected, in accordance with the Audit Committee's recommendation, the auditing firm PWC for the period up to and including the 2023 Annual General Meeting.
- **fees to the auditor** are paid according to approved invoices.

Stockholm, March 2022

THE NOMINATION COMMITTEE IN G5 ENTERTAINMENT AB (PUBL)