



G5 ENTERTAINMENT AB

The nominating committee's proposal to resolution regarding composition of the nominating committee.

The nominating committee of G5 Entertainment AB (publ), reg. no 556680-8878 (the “Company”), proposes that the Annual General Meeting on May 8, 2019, resolves on the following principles for the composition of the nominating committee.

The nomination committee shall consist of representatives of the five (5) largest, as regards to voting power, shareholders as of the last trading date in August, which is August 30 for the financial year 2019. In the event that any of the five (5) largest shareholders waives their right to appoint a representative, the sixth largest shareholder shall be asked to appoint a representative and so on, until the nomination committee consists of five members.

The nominating committee shall perform the tasks ensuing from the Swedish Code of Corporate Governance. The nominating committee shall produce proposals on the following matters to be presented to the Annual General Meeting in 2020 for resolution.

- i. A proposal on the chairman of the meeting
- ii. A proposal on the board of directors
- iii. A proposal on the chairman of the board
- iv. A proposal on fees for the board directors and the chairman
- v. A proposal on remuneration for work of board committees
- vi. A proposal on auditors
- vii. A proposal on fee for the Company's auditors
- viii. A proposal on the composition of the nominating committee

Members of the nominating committee must relinquish their places on the committee if the shareholder who originally appointed them is no longer one of the five largest shareholders, following which new shareholders, in order of the size of their holding, will be offered the opportunity to elect a member. However, unless there are exceptional circumstances, no changes will be made to the composition of the nominating committee if only minor changes to voting rights have taken place, or the change occurs later than three months prior to the Annual General Meeting. Changes in the composition of the nominating committee shall be announced via a separate press release as soon as possible.

The chairman of the board of the Company is responsible for contacting the largest shareholders and handle the formation of the nominating committee in accordance with the procedure described below. The chairman of the board of the Company is also responsible for convening the nominating committee, once all members are appointed, to their first meeting. The nominating committee shall appoint a chairman of the committee. The nominating committee shall be disclosed on the Company's website, <http://www.g5e.com/corporate/governance>, no later than six (6) months before the next Annual General Meeting.

The largest shareholders, who are entitled to appoint a representative in the committee, shall receive a written request from the chairman of the board of the Company in which they are invited to appoint a representative in the committee, and the largest shareholders shall provide their response, whether the shareholder wants to appoint a representative or not in the committee, no later than seven days from the day on which the request was sent to the shareholder. The response from the major shareholders shall be: i) unconditional (i.e. the acceptance of the assignment may not be conditioned upon the fulfillment of certain conditions, events or similar), ii) final and binding, and iii) irrevocable (i.e. a shareholder who decides not to appoint a representative may not change such decision later on even though the change is made prior to the announcement to the market of the members of the committee).

In case the response is not provided within the time limit stated above, the shareholder shall be considered to have unconditionally and irrevocably decided not to appoint any representative in the committee, and a response which contains a condition shall also be treated as a decision not to appoint any representative. In case a) a shareholder responds that it does not want to appoint any representative, b) provides a conditioned response; or c) following the expiry of the above time limit, such shareholder has unconditionally and irrevocably thereby waived its right to appoint a representative in the committee. The chairman of the board shall thereafter contact the sixth largest shareholder and so forth applying the same procedure to appoint a representative as set forth above.

Requests and responses provided in accordance with the above shall be made in writing (an e-mail is considered to be made in writing), and shall be duly kept, and the board of the Company shall through the chairman of the board receive a copy of the documents. In case a request is sent by regular mail, the registered address of the shareholder in Euroclear Sweden AB will be used.

The period of office of the nominating committee shall extend until a new nominating committee has been appointed. The Company is responsible for costs associated with the nominating committee's work. The members of the nominating committee shall not receive any compensation from the Company.

Should any of the members of the nominating committee voluntarily resign from the assignment before their task is completed, the shareholder who appointed that member must appoint a successor, provided that the shareholder is still one of the five largest owners in terms of votes that are represented in the nominating committee. Such event shall be consistent with the notice and response procedures and time limits described above, including without limitation reasonable time limits, irrevocable and unconditional responses, and such other reasonable procedures as the chairman of the committee may decide. Notice shall be given and records shall be kept as provided above.

In addition to what is stated above the Swedish Corporate Governance Code shall be applicable to the nomination committee and its tasks.

Stockholm in April 2019
G5 Entertainment AB (publ)
Nominating Committee