



G5 ENTERTAINMENT AB

The nomination committee's proposal for election of new director in G5 Entertainment AB (publ.) at the extraordinary general meeting in August 2016, and reasoned opinion for the proposal

The nomination committee has the following proposals for resolutions at the extraordinary general meeting of G5 Entertainment AB, 11 August 2016:

Item 3 - The nomination committee proposes that Petter Nylander is appointed Chairman of the meeting.

Item 7 - The nomination committee proposes that the Board, for the period until the next Annual General Meeting, shall consist of six (6) members and no deputies.

Item 8 - The nomination committee proposes that the remuneration to the Board for the upcoming term shall remain in accordance with the decision of the Annual General Meeting of 19 May 2016, meaning that the remuneration to the Board shall amount to SEK 300,000 per year to the Chairman and SEK 150,000 per year each to the other members appointed by the General Meeting and who are not employees of the Company. Further, the proposal means that fees for the upcoming term, in addition to directors' fees, shall continue to be paid to the members of the Company's audit committee, and the fee to the chairman of the audit committee shall amount to SEK 30,000 and 15,000 per year each to be paid to the other members of the audit committee. Thus, the total remuneration to the board shall not exceed SEK 960,000. Remuneration is calculated as a yearly amount between the annual general meetings and is adjusted pro rata according to the time each individual is a director of the Board.

Item 9 - For the period until the next Annual General Meeting, the nomination committee proposes election of Chris Carvalho as a new Director, and that the other current members of the Board of Directors shall remain.

Presentation of Chris Carvalho – Born 1965. Chris graduated from the University of California, Berkeley, Haas School of Business with a degree in business administration. Since then he has also completed an MBA at UCLA's Anderson School of Management. Most recently, Chris spent four years at San Francisco-based free-to-play mobile game company Kabam as Chief Operating Officer. Kabam was funded by Google Ventures and Time Warner, among others, and grew during Chris's tenure from 25 to 700+ employees with offices on three continents and from approximately \$2 million in revenue to \$360 million in revenue.

Before Kabam, Chris spent almost ten years at Lucasfilm where he headed up Business Development for all of the Lucas companies and ran the company's Internet division. Chris is currently acting as an advisor to a number of companies and is a board member at Performance Lab, a B2B wearables technology startup, MaxPlay, a gaming, VR tools and tech company, and ROBLOX, one of the largest kids and teens gaming destinations.

Holdings: 0 shares, 0 warrants

Reasoned opinion

During the annual evaluation of the Board in advance of the Annual general meeting 2016 the nomination committee concluded that it would be desirable to expand the Board with an additional member with qualifications from the online gaming industry.

The nomination committee has continued its ongoing search of candidates over and after the annual general meeting and has received a shareholder proposal to the Board.

In view of the above the nomination committee has chosen to propose election of Chris Carvalho with extensive experience from the mobile games industry a new Board member.

The Nomination Committee deems the proposed Board of Directors composition to be adequately diversified in respect of the members' competence, experience and background with regard to the Company's strategic development, its operations, governance, and control.

Board members independence

It is the view of the Nomination Committee that Chris Carvalho is independent of the Company and its senior management and its major shareholders.

Information about the proposed Director is available on the Company's website, www.g5e.se/corporate.