

**Proposed Procedure for Appointment to the Nomination Committee  
of G5 Entertainment AB (publ.)**

**The Nomination Committee of G5 Entertainment AB (publ.) (the “Company”) makes the following recommendation regarding the procedure for appointment to the Nomination Committee, and the principles to govern such committee, to be voted upon at the Annual General Meeting of Shareholders scheduled for May 20, 2014:**

*It is proposed that the nomination committee shall consist of representatives of the five (5) largest shareholders as of 30 September 2014. In the event that one of the five (5) largest shareholders waives their right to appoint a representative, the sixth largest shareholder shall be asked to appoint a representative etc.*

*The chairman of the board of the Company is responsible for contacting the largest shareholders and handle the formation of the nomination committee in accordance with the procedure described below. The chairman of the board of the Company is also responsible for convening the nomination committee, once all members are appointed, to their first meeting. The nomination committee shall appoint a chairman of the committee. The nomination committee shall be disclosed no later than six months before the 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, and 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 to considered to be made in writing), and shall be duly kept, and the board of G5 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 will be used.*

*The nomination committee's term will run until a new committee is appointed. The Company is responsible for costs associated with the nomination committee's work. Members of the nomination committee shall receive no compensation from the Company.*

*The nomination committee's task shall include evaluating the composition and work of the board of directors and to the annual general meeting present a proposal for:*

- chairman of the annual general meeting*
- directors and chairman of the board of directors*
- fees for the directors not employed by the Company*
- when applicable appointment of register auditor firm and fee for the auditor, and*
- the principles for how members of the nomination committee shall be appointed*

*If a member of the nomination committee resigns before the nomination committee's work is complete, the same shareholder who appointed the resigning member shall be entitled to appoint a substitute member consistent with the notice and response procedures and time limits provided 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, from time to time in force, shall be applicable to the nomination committee.*