



# **G5 ENTERTAINMENT AB**

## **Resolution regarding guidelines for the nomination committee**

The Nomination Committee proposes that the work ahead of the Annual General Meeting in 2019 to develop a proposal to the board of directors, the auditor, their remuneration, chairman of the meeting and the guidelines for the Nomination Committee shall be performed by a nomination committee.

The Nomination Committee shall consist of representatives of the five (5) largest shareholders as of 31 August 2018. 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.

Members of the Nomination 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 Nomination Committee if only minor changes to voting rights have taken place, or the change occurs later than three months prior to the AGM. Changes to the composition of the Nomination 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 to 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 have been 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, no later than seven days from the day on which the request was sent to the shareholders, provide their response to whether the shareholder wants to appoint a representative or not in the committee. 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, thus shall be deemed to have unconditionally and irrevocably 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 be 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 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.

If a member of the Nomination Committee steps down voluntarily from the committee before the Nomination Committee's work is completed, the shareholder who elected 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 Nomination Committee. Such event shall be 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 shall be applicable to the Nomination Committee.