

Nomination Committee work prior to the 2024 Annual General Meeting G5 Entertainment AB (publ)

Composition of the Nomination Committee

In accordance with the decision at the Company's Annual General Meeting 2023, the members of the Nomination Committee were during the autumn appointed to prepare proposals for the 2024 Annual General Meeting. According to the decision by the Annual General Meeting, the Nomination Committee shall consist of five members appointed by the Company's five largest owners.

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

The work of the Nomination Committee

In preparation to the annual general meeting, the nomination committee has held two minuted meetings and ongoing contact in between. For its 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. In addition, the nomination committee has interviewed all board members.

In its evaluation of the Board's work, the nomination committee has found that the board's work works well, with high attendance and committed members.

The Nomination Committee's proposal to the Board

The Nomination Committee unanimously proposes that

- the board shall consist of six members without deputies.
- re-election of members Sara Börsvik, Johanna Fagrell Köhler, Petter Nylander, Jeffrey W Rose, Marcus Segal and Vlad Suglobov.
- 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 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.

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 independent in relation to major shareholders but not in relation to 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 the background of the uncertainties that currently prevails around both the macroeconomic and geopolitical developments (the Company has operations with connections to both Ukraine and Russia), the nomination committee has this year chosen to not increase the level of remuneration to board members.

The Nomination Committee proposes unchanged fees to the Chairman of the Board of SEK 675,000 (675,000) and of SEK 305,000 (305,000) to each of the other board members who are not employed by the Company.

For work in the audit committee an unchanged fee of SEK 125,000 (125,000) is proposed for the chairman and SEK 50,000 (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 (50,000) for the chairman and SEK 30,000 (30,000) for a member of the committee.

The Nomination Committee's other proposals for the 2024 Annual General Meeting

In addition, the Nomination Committee proposes the following to the 2024 Annual General Meeting:

- the chairman of the Board, Petter Nylander, is elected Chairman of the **2024 Annual General Meeting**.
- as **auditor** is elected, in accordance with the Audit Committee's recommendation, the auditing firm Öhrlings PricewaterhouseCoopers AB (PWC) for the period up to and including the 2024 Annual General Meeting. The company has had PWC as an audit firm in previous years but as a consequence of an organizational change at the audit firm there is an election of the company Öhrlings PricewaterhouseCoopers AB for the year.
- **fees to the auditor** are paid according to approved invoices.

Stockholm, May 2024

THE NOMINATION COMMITTEE IN G5 ENTERTAINMENT AB (PUBL)