



# **G5 ENTERTAINMENT AB**

## **G5 Entertainment AB's nomination committee's reasoned opinion for the proposal for board composition and for the auditor**

The Nomination Committee's assignment has been to prepare proposals for the Annual General Meeting 2018 in respect of appointment of auditor, appointment of Chairman of the Board and other Board members, appointment of Chairman of the Annual General Meeting, matters regarding remuneration and matters related thereto. The Nomination Committee has held four minuted meetings and regular discussions over the phone.

These meetings and discussions have mainly been devoted to the evaluation of the work carried out by the current Board of Directors, discussions about the number of members of the Board of Directors, the need for new recruitment, discussions about potential new Board members and discussions regarding remuneration to the Board of Directors.

To assess the requirements that may be placed on the Board of Directors with regard to the company's current situation and future direction, the Nomination Committee has discussed the composition of the Board of Directors, for example, in terms of industry experience and expertise. Furthermore, the Nomination Committee has paid particular attention to Section 4.1 of the Swedish Corporate Governance Code in preparing proposals for Board of Directors and seeks an appropriate composition, characterized by diversity and breadth in the elected Board member's qualifications, experience, background and gender balance. The Nomination Committee continues to work for a better gender balance on the Board of Directors.

As the basis for its proposal, the Nomination Committee has assessed the board, reviewed the results of the annual evaluation of the Board of Directors and its work as well as individually met the members of the Board of Directors.

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 all proposed Directors, with the exception of Jeffrey W. Rose and Vlad Suglobov, CEO, are independent of the Company and its senior management and its major shareholders.

### **The proposal for auditor**

The Nomination Committee proposes the Annual General Meeting to reappoint PwC as the company's audit firm with Aleksander Lyckow as the principal auditor. Together with the chairman of the Audit Committee it is The Nomination Committee's assessment that the audit firm has fulfilled the company's standards on skilled and professional auditing and that the audit firm possess the

needed level of experience and competence in order to continuously carry out the mission of auditing the company.

Information about the proposed Directors is available on the Company's website, [www.g5e.com/corporate](http://www.g5e.com/corporate).