

***Items 1 and 10-13: The Nomination Committee's full proposal for the annual general meeting on 29 May 2018 of LeoVegas AB (publ)***

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*In accordance with the resolution of the 2017 annual general meeting regarding the procedure for the nomination committee, a nomination committee was convened in November 2017 by the chairman of the board Mårten Forste (being the person summoning the nomination committee) to prepare the proposals for LeoVegas AB (publ) 2018 Annual General Meeting.*

*The nomination committee for the 2018 annual general meeting comprised of Anders Fast, appointed by Gustaf Hagman, Joachim Spetz, appointed by Swedbank Robur Fonder, Dan-Alp Lindberg, appointed by Robin Ramm-Ericson, and Mårten Forste, chairman of the board. The nomination committee elected Anders Fast as its chairman. The four members of the nomination committee (except Mårten Forste who is appointed in his capacity as chairman of the board) committee have been appointed by shareholders that as of the end of September 2017 jointly represent approximately 23.1 percent of the total votes in LeoVegas.*

***Item 1: Election of chairman of the general meeting***

*The nomination committee proposes that Carl Svernlöv, attorney at law, Baker & McKenzie Advokatbyrå, is appointed as chairman of the general meeting.*

***Items 10-12: Determination of remuneration to the board of directors and the auditors, election of the board of directors and the auditors and election of the chairman of board of directors***

*The nomination committee proposes that the board shall consist of seven directors. The nomination committee further proposes that the number of auditors shall be one registered accounting firm.*

*The nomination committee proposes that the remuneration is to be SEK 2,500,000 in total, including remuneration for committee work (SEK 1,500,000 previous year), and shall be paid to the board of directors and the members of the established committees in the following amounts:*

- SEK 300,000 (SEK 200,000) for each of the non-employed directors and SEK 600,000 (SEK 400,000) to the chairman provided that the chair is not an employee;*
- SEK 50,000 (SEK 25,000) for each of the non-employed members of the remuneration committee and SEK 100,000 (SEK 50,000) to the chairman of the committee who is not also an employee; and*
- SEK 50,000 (SEK 25,000) for each of the non-employed members of the audit committee and SEK 100,000 (SEK 50,000) to the chairman of the committee who is not also an employee.*

*The nomination committee proposes that the auditor shall be entitled to a fee in accordance with approved invoice.*

*The nomination committee proposes the re-election of Per Brillioth, Barbara Canales, Mårten Forste, Anna Frick, Tuva Palm, Robin Ramm-Ericson and Patrik Rosén, and*

*to re-elect Mårten Forste as the chairman of the board.*

*The nomination committee further proposes the re-election of the registered audit firm PricewaterhouseCoopers AB as the company's auditor for a period up until the end of the next annual general meeting. PricewaterhouseCoopers AB has announced its appointment of Aleksander Lyckow as main responsible auditor.*

#### *Independence in accordance with the Swedish Corporate Governance Code*

*After an assessment of the proposed directors independence the nomination committee has found that their proposal for the composition of the board of directors of the company fulfills the requirements stipulated in the Code. With respect to the proposed members of the board, Robin Ramm-Ericson may be considered dependent in relation to the company, the management and the company's major shareholders. The other proposed directors are considered independent to the company, the management of the company and the company's major shareholders.*

*Further information regarding the for re-election proposed directors is available at the company's website [www.leovegasgroup.com](http://www.leovegasgroup.com) and in the annual report for 2017.*

#### ***Item 13: Resolution regarding adoption of principles for the nomination committee***

*The nomination committee propose that the following principles for the nomination committee are adopted.*

##### ***Role of the nomination committee***

*The Company shall have a nomination committee with the task of preparing and proposing decisions to the shareholders' meetings on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the subsequent nomination committee. The nomination committee is to propose:*

- *the chairman of the annual general meeting;*
- *candidates for the post of chairman and other directors of the board;*
- *fees and other remuneration for board work to each director;*
- *fees to members of committees within the board;*
- *election and remuneration of the Company auditor; and*
- *principles for the nomination committee.*

*The nomination committee shall in its assessment of the evaluation of the board and in its proposal in particular take into consideration the requirement of diversity and breadth on the board and strive for equal gender distribution. Regardless of how they have been appointed, the members of the nomination committee are to promote the interests of all shareholders of the Company.*

##### ***Members of the nomination committee***

*The nomination committee shall consist of five members, of whom three shall be nominated by the Company's four largest shareholders with respect to voting power and the fifth shall be the chairman of the board. The chairman of the board shall as soon as reasonably practicable after the end of the third quarter, in an adequate manner, contact the four owner registered largest shareholders, with respect to voting powers, according to the share register kept by Euroclear Sweden AB at that*

*time and request that they, taken into consideration the circumstances, within reasonable time which can not exceed 30 days, in writing to the nomination committee nominate that person whom the shareholder wishes to appoint as member of the nomination committee. If any of the four largest shareholders wish not to exercise their right to appoint a member of the nomination committee, the next shareholder in consecutive order shall be entitled to appoint a member of the nomination committee. In the case that several shareholders abstain their right to appoint a member of the nomination committee, the chairman of the board shall not be required to contact more than eight shareholders, unless its necessary in order to obtain a nomination committee consisting of a minimum of four members.*

*Unless otherwise agreed between the members, the chairman of the nomination committee shall be nominated by the largest shareholder. A member of the board shall never be the chairman of the nomination committee.*

*If a shareholder who has appointed a member of the nomination committee during the year ceases to be one of the Company's four largest shareholders, the member appointed of such shareholder shall resign from the nomination committee. Instead, a new shareholder among the four largest shareholders shall be entitled to independently and in its sole discretion appoint a member of the nomination committee. However, no marginal changes in shareholding and no changes in shareholding which occur later than two months prior to the annual general meeting shall lead to a change in the composition of the nomination committee, unless there are exceptional reasons.*

*If a member of the nomination committee resigns before the nomination committee has completed its assignment, for reasons other than set out in the paragraph above, the shareholder who has appointed by such member shall be entitled to independently and in its sole discretion appoint a replacement member. If the chairman of the board resigns from the board, his/her successor shall replace the chairman of the board also on the nomination committee.*

*A change in the composition of the nomination committee shall be published immediately.*

#### ***Announcement of the nomination committee members***

*The chairman of the board shall ensure that the names of the members of the nomination committee, together with the names of the shareholders they have been nominated by, are published on the Company's website no later than six months before the annual general meeting.*

*If a member leaves the nomination committee during the year, or if a new member is appointed, the nomination committee shall ensure that such information, including the corresponding information about the new nomination committee member, is published on the website.*

#### ***Shareholders rights to submit proposals to the nomination committee***

*Shareholders shall be entitled to propose board members for consideration by the nomination committee. The nomination committee shall provide the Company with information on how shareholders may submit recommendations to the nomination committee. Such information shall be announced on the Company's website.*

*The chairman of the board of directors shall, as part of the work of the nomination*

committee, keep the nomination committee informed about the work of the board of directors, the need for particular qualifications and competences, etc., which may be of importance for the work of the nomination committee.

***The nomination committee's proposals, work and fees***

*When preparing its proposals, the nomination committee shall take into account that the board of directors is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The directors shall collectively exhibit diversity and breadth of qualifications, experience and background. The nomination committee shall further strive for equal gender distribution.*

*The nomination committee shall provide the Company with its proposals for board members in such time that the Company can present the proposals in the notice of the shareholders' meeting where an election is to take place.*

*When the notice of the shareholders' meeting is issued, the nomination committee shall issue a statement on the Company's website explaining its proposals regarding the composition of the board of directors. The nomination committee shall in particular explain its proposal against the background of the requirement to strive for an equal gender distribution. The statement is also to include an account of how the nomination committee has conducted its work and a description of the diversity policy applied by the nomination committee in its work. In case a resigning managing director is nominated for the position of chairman of the board of directors, the nomination committee shall specifically explain the reasons for such proposal.*

*The nomination committee shall ensure that the following information on candidates nominated for election or re-election to the board of directors is posted on the Company's website at the latest when the notice to the shareholders' meeting is issued:*

- *year of birth, principal education and work experience;*
- *any work performed for the Company and other significant professional commitments;*
- *any holdings of shares and other financial instruments in the Company owned by the candidate or the candidate's related natural or legal persons;*
- *whether the nomination committee deems the candidate to be independent from the Company and its executive management, as well as of the major shareholders in the Company. If the committee considers a candidate independent regardless of the existence of such circumstances which, according to the criteria of the Swedish Code of Corporate Governance, may give cause to consider the candidate not independent, the nomination committee shall explain its proposal; and*
- *in the case of re-election, the year that the person was first elected to the board.*

*When appointing a new auditor the nomination committee is also to present proposals on the election and remuneration of the statutory auditor. The nomination committee's proposal to the shareholders' meeting on the election of the auditor is to include the audit committee's recommendation (or that of the board of directors if it does not have an audit committee). If the proposal differs from the alternative preferred by the audit committee, the reasons for not following the committee's recommendation are to be stated in the proposal. The auditor or auditors proposed*

*by the nomination committee must have participated in the audit committee's selection process if the company is obliged to have such a procedure.*

***Account of the work of the nomination committee***

*All members of the nomination committee, where possible, and as a minimum one of the members, shall be present at the annual general meeting.*

*The nomination committee shall at the annual general meeting, or other shareholders' meetings where an election is to be held, give an account of how it has conducted its work and explain its proposals against the background of what is provided about the composition of the board in accordance with the above. The nomination committee shall in particular explain its proposal against the background of the requirement in accordance with above to strive for an equal gender distribution.*

***Fees and Costs***

*The Company shall bear all reasonable costs associated with the work of the nomination committee. Where necessary, the nomination committee may engage external consultants to assist in finding candidates with the relevant experience, and the Company shall bear the costs for such consultants. The Company shall also provide the nomination committee with the human resources needed to support the nomination committee's work.*

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Stockholm in April 2018  
**LeoVegas AB (publ)**  
*The nomination committee*