

## **NOTICE OF ANNUAL GENERAL MEETING IN GLOBAL GAMING 555 AB (publ)**

**The shareholders in Global Gaming 555 AB (publ), corporate identity number 556721-0520, are hereby invited to attend the annual general meeting to be held on Wednesday 16 May, 2018 at 1:00 p.m. The annual general meeting will be held at the premises of Redeye, with address Mäster Samuelsgatan 42 in Stockholm.**

### **Notice of attendance**

Shareholders who wish to attend the annual general meeting shall:

be recorded as a shareholder in the share register maintained by Euroclear Sweden AB no later than Wednesday 9 May 2018; and

notify the company that it wishes to attend the annual general meeting no later than on Wednesday 9 May, before 4:00 p.m., 2018, to Global Gaming 555 AB, Att: Markus Palm, Hästvägen 4 E, 212 35 Malmö, by telephone +46 8 551 154 30 or by e-mail to [bolagsstamma@globalgaming.com](mailto:bolagsstamma@globalgaming.com). Notice of attendance shall contain name, address, personal- or corporate identity number and telephone number.

Shareholders who have their shares kept by a nominee, i.e. kept on deposit, must temporarily register the shares in their own name in the share register maintained by Euroclear Sweden AB in order to attend the annual general meeting. Such registration must be executed by 9 May, 2018 and should be requested well ahead before this day with the nominee.

Shareholders represented by proxy shall issue a written, dated proxy. The proxy and other authorization documents, such as registration certificate, shall be available at the annual general meeting. However, such authorization documents should also be enclosed with the notice of attendance. Proxy forms will be kept available at the company's website, [www.globalgaming.com](http://www.globalgaming.com), and will also be sent to shareholders who so request and state their address.

### **Proposed agenda of the annual general meeting**

1. Opening of the meeting
2. Election of chairman of the annual general meeting
3. Preparation and approval of the voting list
4. Election of at minimum one person to verify the minutes
5. Determination as to whether the annual general meeting has been properly convened
6.
  - a) Approval of the agenda of the annual general meeting
  - b) Presentation by the company's managing director
7. Presentation of the annual report and the auditors' report.
8. Resolution regarding:

- a) adoption of the income statement and the balance sheet, the consolidated income statement and the consolidated balance sheet
  - b) dispositions as regards the company's result in accordance with the adopted balance sheet; and
  - c) discharge of liability for the members of the board of directors and the managing director.
9. Determination of remuneration to the board members and the auditors
  10. Election of members of the board of directors and auditor
  11. Determination of principles for election of nomination committee and instruction to the nomination committee
  12. Resolution regarding guidelines for remuneration to senior executives
  13. Resolution regarding authorization for the board to decide on issue of new shares
  14. Closing of the annual general meeting

### **Proposed resolutions**

#### **Election of chairman of the annual general meeting (item 2)**

The nomination committee, which for the 2018 annual general meeting has been composed of Per Hildebrand, Mika Leppänen, Jens Olsson (appointed by Ola Höglund) and Peter Eidsenjö (chairman of the board), proposes to elect Niklas Larsson, Wistrand Advokatbyrå, as chairman of the annual general meeting.

#### **Dispositions as regards the company's result (item 8b)**

The board proposes SEK 1.40 per share to be distributed in dividend to the shareholders, at a total amount of SEK 57,228,500. Proposed record day for distribution of dividend is 18 May, 2018. If the annual general meeting decides in accordance with the proposition, the estimated dividend will be paid on 23 May, 2018.

#### **Determination of remuneration to the board members and the auditors (item 9)**

The nomination committee proposes, until the end of next annual general meeting, that remuneration to the board shall be a total of SEK 1,100,000, to be allocated with SEK 350,000 to the chairman of the board and SEK 125,000 each to the remaining four members of the board. In addition, SEK 75,000 shall be allocated to the chairman of the audit committee and SEK 50,000 to other members of the audit committee. Further, SEK 75,000 shall be allocated to the chairman of the remuneration committee and SEK 50,000 to other members of the remuneration committee.

The nomination committee proposes that remuneration to the auditor shall be paid in accordance with approved balance.

## **Election of members of the board of directors (item 10)**

The nomination committee proposes that the board shall consist of five ordinary members, without any deputy members. It is further proposed that the company shall have one auditor.

The nomination committee proposes to re-elect, for the time until the next annual general meeting, all the now serving board members; Peter Eidensjö, Tobias Fagerlund, Adriana Hamberg and Ollipekka Vahvaselkä. The nomination committee also proposes to elect, for the time until the next annual general meeting, Edward Ihre as member of the board. Peter Eidensjö is proposed to be re-elected as the chairman of the board.

The nomination committee proposes to re-elect KPMG as auditors in the company. KPMG has notified that the authorized auditor Jonas Nihlberg will continue to be the principally responsible auditor.

## **Determination of principles for election of nomination committee and instruction to the nomination committee (item 11)**

The nomination committee proposes that the annual general meeting decides that the following principles and instruction shall apply to the appointment of the nomination committee for annual general meeting 2019.

The nomination committee shall consist of representatives for up to three larger shareholders, or known shareholder groups, together with the chairman of the board.

The chairman of the board is given the assignment to contact the three largest electorally registered shareholders on September 30, 2018 and ask them to appoint one member each to the election committee. Should any of these shareholders not wish to appoint a member, further shareholders or shareholder groups in order of size are asked to appoint a representative to the election committee. Appointment as the chairman of the election committee should be, if the members does not agree otherwise, a person representing the shareholders. The chairman shall have the casting vote. The composition of the nomination committee shall be published no later than six months before the annual general meeting 2019.

The period of mandate for the appointed election committee shall run until a new election committee has taken over. If a material change in the owner structure occurs after the formation of the election committee, the formation of the election committee shall be changed in accordance with the principles set out above. The election committee shall prepare and leave proposals to the annual general meeting regarding chairman of the annual general meeting, choice of chairman and other members of the board, remuneration to the board allocated between the chairman and other members, principles for eventual remuneration for committee work, together with election of and remuneration to auditors and deputy auditor (if applicable) as well as principles for appointing of a new nomination committee. The election committee shall have the right to charge the company for costs relating to, for example, recruitment consultants and other costs required for the election committee to fulfil their assignment. Remuneration for nomination committee work shall not be paid.

## **Resolution regarding guidelines for remuneration to senior executives (item 12)**

The board proposes that the annual general meeting decides on the following guidelines to apply for remuneration and other terms of employment to senior executives. In this document, the term "senior executives" refers to the executive management of the group, as well as the operational management.

The remuneration shall be marketable and competitive for the purpose of enabling the company to attract and retain competent individuals in the role as senior executives. The remuneration shall consist of a fixed salary, and in applicable cases, variable remuneration, pension together with other benefits, such as, in some cases, company car.

### *A. Fixed wage*

Fixed wage for senior executives is revised annually. The allocation between fixed wage, and in applicable cases, variable remuneration shall be in proportion with each executive's responsibility and authority.

### *B. Variable remuneration*

Variable remuneration shall be paid provided that certain financial goals set up by the board has been achieved. The variable remuneration varies, depending to what extent the goals have been achieved or exceeded. Should the financial goals be exceeded in the highest level, the group's cost for variable remuneration to the group's senior executives is estimated to amount to not more than MSEK 8.7 including social security contributions. Variable remuneration may not amount to more than SEK 1,200,000 (including social security contributions) for each senior executive and not more than SEK 1,500,000 (including social security contributions) for the CEO.

### *C. Pension*

Standard retirement age shall be 65 years. Conditions of pension shall be marketable and based on charge determined pension solutions.

### *Redundancy payment etc.*

The notice period shall normally be six (6) to twelve (12) months if the notice is initiated by the company, and six (6) months if the notice is initiated by the executive. If notice initiated by the company, redundancy payment shall be paid with an amount up to a maximum of twelve (12) month wages.

The board has the right to deviate from the guidelines should there in an individual case be particular grounds to do so.

## **Resolution regarding authorization for the board to decide on issue of new shares (item 13)**

The board proposes that the annual general meeting authorizes the board until the next annual general meeting to, on one or more occasions, and with or without deviation from shareholders' preferential right, decide on new issue of shares in the company. New shares may be paid in cash and/or by contribution in kind and/or by set-off and/or subscribed for under other conditions. The board's authorization shall be limited to decisions on new issue of shares which corresponds to a dilution of the company's share capital of maximum 10 percent based on the number of shares in the company at the time of the resolution.

The purpose of the authorization and the reason for the possibility to deviate from the shareholder's preferential right is to enable to raise capital for expansion, acquisitions and for the company's business.

The subscription price shall be determined in accordance with present market conditions.

The board or the one that the board appoints, shall have the rights to make minor adjustments of the above stated decision, which might be necessary in conjunction with the registration of the decision.

This decision regarding authorization for the board to decide on issue of new shares requires support of the shareholders representing at least two-thirds of both cast votes as well as the shares represented at the meeting in order to be valid.

### **Documentation and further information**

The annual report and the auditor's report together with other necessary documentation, will be kept available at the company at address Hästvägen 4 E BV, 212 35 Malmö, from 25 April, 2018. Copies of the documents will be sent by post, without any cost for the recipient, to shareholders requesting so and stating their postal address. The documents will also be available at the company's [www.globalgaming.com](http://www.globalgaming.com).

Shareholders are reminded of the right to, at the annual general meeting, ask questions to the board of directors and the CEO in accordance with the Swedish Companies Act, Chapter 7, Section 32

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Stockholm in April, 2018  
**Global Gaming 555 AB (publ)**  
The Board