

# Annual General Meeting LeoVegas AB



# LeoVegas

**MOBILE GAMING GROUP**

The shareholders of LeoVegas AB (publ), are hereby convened to an annual general meeting to be held on Thursday 26 May 2016, at 12.00 p.m. at the cinema Grand's premises on Sveavägen 45 in Stockholm. The doors to the meeting will open at 11.00 am CET.

Stockholm, April 26 2016

## Notice of Annual General Meeting in LeoVegas AB (publ)

The shareholders of LeoVegas AB (publ), reg. no. 556830-4033, (the "Company"), are hereby convened to an annual general meeting to be held on Thursday 26 May 2016, at 12.00 p.m. at the cinema Grand's premises on Sveavägen 45 in Stockholm. The doors to the meeting will open at 11.00 am CET.

### Right to attend the Annual General Meeting and notice:

Shareholders wishing to attend the Annual General Meeting must:

- i. on the record date, which is Friday 20 May 2016, be registered in the share register maintained by Euroclear Sweden AB. Shareholders, whose shares are registered in the name of a nominee, must temporarily register the shares in their own name at Euroclear Sweden AB. Shareholders whose shares are registered in the name of a nominee must, in good time before Friday 20 May 2016, via their nominee, temporarily register the shares in their own name in order to be entitled to participate at the general meeting; and
- ii. notify the participation at the general meeting no later than Friday 20 May 2016. Notice of participation at the general meeting shall be sent by regular mail to LeoVegas AB (publ), "AGM 2016", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, by telephone +46 8 402 90 97 or at the company's website [www.leovegasgroup.com](http://www.leovegasgroup.com). Upon notification, the shareholder should state their full name, personal identification number or corporate registration number, address and telephone number, and, where applicable, details of representatives, proxy holders and advisors. A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("**Registration Certificate**") shall be enclosed. The proxy in original and the Registration Certificate, if any, must be available at the general meeting and shall well before the meeting be sent to the Company by regular mail to LeoVegas AB (publ), "AGM 2016", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, and should, in order to facilitate the entrance to the general meeting, be at the Company's disposal no later than on 20 May 2016. A form proxy will be available for downloading on the Company's website [www.leovegasgroup.com](http://www.leovegasgroup.com).

### Proposed agenda

- 1 Opening of the meeting and election of the chairman of the general meeting
- 2 Preparation and approval of voting list
- 3 Election of one or two person to certify the minutes
- 4 Determination of whether the general meeting has been duly convened
- 5 Approval of the agenda
- 6 Presentation of the group operations
- 7 Presentation of the work of the board of directors and nomination committee
- 8 Presentation of the annual report and audit report and the group annual report and group audit report
- 9 Resolutions regarding:
  - a) adoption of income statement and balance sheet and group income statement and group balance sheet;
  - b) appropriation of the Company's profit or loss in accordance with the adopted balance sheet; and
  - c) discharge of liability for the directors and the managing director
- 10 Determination of remuneration to the board of directors and the auditors
- 11 Election of the board of directors and the auditors
- 12 Election of the chairman of board of directors.
- 13 Resolution regarding adoption of principles for the nomination committee
- 14 Resolution regarding guidelines for the determination of remuneration to senior executives
- 15 Closing of the meeting

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### **Proposals for resolutions:**

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

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

#### **Item 9b) Appropriation of the Company's profit or loss in accordance with the adopted balance sheet**

The board of directors proposes that all funds available to the annual general meeting shall be carried forward.

#### **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 remuneration is to be unchanged from the previous year and shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 175,000 for each of the non-employed directors;
- SEK 15,000 for each of the non-employed members of the remuneration committee; and
- SEK 15,000 for each of the non-employed members of the audit committee.

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

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

The nomination committee proposes the re-election of Patrik Rosén, Mårten Forste, Robin Ramm-Ericson, Per Brillioth, Anna Frick and Barbara Canales as directors of the board, and to re-elect Robin Ramm-Ericson as the chairman of the board.

The nomination committee further proposes the re-election of PricewaterhouseCoopers AB as the Company's auditor for a period up until the end of the next annual general meeting, with the authorized auditor Aleksander Lyckow as the main responsible auditor.

#### **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 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 four members, of whom three shall be nominated by the Company's largest shareholders and the fourth 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 three largest shareholders 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

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member of the nomination committee. If any of the three 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 three members.

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

If a shareholder who is represented on the nomination committee during the year ceases to be one of the Company's three largest shareholders, the member appointed to represent such shareholder shall resign from the nomination committee. Instead, a new shareholder among the three 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 three 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 is represented 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.

#### **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. 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:

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- 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.

#### **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**

No fee shall be payable by the Company to any member of the nomination committee. However, 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.

#### **Item 14: Resolution regarding guidelines for the determination of remuneration to senior executives**

Upon recommendation of the remuneration committee, the board of directors proposes that the annual general meeting resolves to adopt the following guidelines for remuneration to senior executives.

The remuneration to the senior executives in the Company shall comprise of fixed salary, possible variable salary, other customary benefits and pension payments. The total remuneration shall, on a yearly basis, be in line with market practice and competitive on the labor market where the senior executive is based and take into account the individual qualifications and experiences of the senior executive as well as reflecting any notable achievements. The fixed salary shall be revised on a yearly basis. Senior executives mean the managing director and the other members of the group management.

Fixed and variable salary shall be related to the senior executives responsibility and authority. The variable remuneration shall be paid in cash and/or shares/warrants/convertibles and be based on the outcome of pre determined targets and should be designed with the aim of achieving greater community of interest between the participating senior executive and the Company's shareholders. The vesting period, or the time from the conclusion of the contract until the shares may be acquired, shall not be less than three years. The variable remuneration shall amount to a maximum of 50 per cent of the fixed salary (calculated at the date for vesting or, as regards, shares/warrants the date of allotment). Terms for variable remuneration should be designed so that the board of directors may limit or omit payment of variable remuneration, provided that exceptional economic circumstances are at hand, if the board of directors finds the payments unreasonable and incompatible with the Company's responsible in relation to its shareholders. With respect to yearly bonuses, it should be possible to limit or omit payments, if the board of directors finds it motivated because of any other reasons.

Payment of consultancy fees and additional remuneration may be paid to directors after decision by the board of directors, if a director performs services on behalf of the Company, which do not constitute board work.

Fixed salary during the notice period and severance pay shall in total not exceed an amount corresponding to a maximum of a two years' fixed salary.

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Pension payments shall be fee determined. A maximum of 45 per cent of the pension based salary may be pension premium. Employees have the right to salary exchange (i.e., instead of salary choose to receive salary as pension payments - salary exchange shall be cost neutral for the employer). Right to pension occurs normally at 65 years of age.

The board of directors of the Company shall aim to achieve that all the subsidiaries in the group apply these guidelines.

The board of directors shall be entitled to deviate from the guidelines in an individual case if there are special reasons for it.

Decisions regarding salary and other remuneration to the managing director and other senior executives are prepared by the remuneration committee and resolved on by the board of directors.

#### **Number of shares and votes**

The total number of shares in the Company as of the date hereof amounts to 99,695,470 shares, with a corresponding number of votes. The Company holds no own shares.

#### **Further information**

Copies of accounts, auditor statement, proxy form, complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company at Sveavägen 59 in Stockholm and at the Company's website [www.leovegasgroup.com](http://www.leovegasgroup.com), at least three (3) weeks in advance of the annual general meeting and will be sent to shareholders who request it and provide their e-mail or postal address. A statement on the nomination committee's proposal regarding the board of directors is available on the Company's web site [www.leovegasgroup.com](http://www.leovegasgroup.com) as from today and will be sent to shareholders who request this report and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

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Stockholm in april 2016  
**LeoVegas AB (publ)**  
The board of directors

*The information is such that LeoVegas AB (publ) is required to disclose in accordance with the Swedish Financial Instruments Trading Act and/or the Swedish Securities Market Act. The information was submitted for publication at 08:00 CET on April 26, 2016.*

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#### **For further information, please contact:**

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#### **About the mobile gaming company LeoVegas**

*LeoVegas' vision is to create the greatest gaming experience and be number one in mobile gaming entertainment. LeoVegas is characterised by award winning innovation and strong growth. The operations of LeoVegas' is based in Malta while the technology development is in Sweden. The ultimate parent company LeoVegas AB (publ) invests in companies operating in gaming on mobile and other online devices, as well as companies developing related technology. LeoVegas has internationally been recognised and has won several awards, including "Casino operator of the year", "Mobile casino operator of the year", "Marketing campaign of the year", "Innovation in Mobile and Tablet" at the EGR Awards. LeoVegas is developed "Mobile-First" and is on the forefront with the latest technology in the market for mobile gaming. Based on an exceptional gaming experience, long-term customer relationships and the establishment of a strong brand, the Company has with innovative, effective and data driven marketing attracted a continuously growing customer base. The mobile gaming company LeoVegas has since its foundation shown strong growth every quarter. LeoVegas AB is listed on First North Premier and Avanza Bank AB is its Certified Adviser. More at [www.leovegasgroup.com](http://www.leovegasgroup.com)*