

## **The Nomination Committee's statement regarding the proposal for election of Board of Directors prior to the Annual General Meeting 2018**

### **Background**

MAG Interactive's Nomination Committee for the Annual General Meeting 2018 has consisted of Chairman Kaj Nygren (NMO Invest AB and Playful Days AB), Helen Fasth Gillstedt (Handelsbanken Fonder), Joachim Spetz (Swedbank Robur Fonder) and Henrik Sandell (Didner & Gerge Fonder). The Chairman of the Board of Directors, Walter Masalin, has been co-opted to the Nomination Committee.

The Nomination Committee was, in accordance with the instruction adopted at the Annual General Meeting, composed based on the shareholdings in MAG Interactive as per 30 April 2018.

Shareholders have been able to submit proposals to the Nomination Committee according to instructions on MAG Interactive's webpage. No proposals from shareholders have been received.

### **Presentation of the Nomination Committee's work**

The Nomination Committee has had four formal meetings, and a number of work meetings before the Annual General Meeting 2018. The Nomination Committee has also met the current Board Members and have had a meeting with the CEO to get a presentation of the company. The nomination committee have also conducted several interviews with candidates for the board and the chairman position. The result from the annual board evaluation conducted by the Board during the year has been presented to the Nomination Committee.

The Nomination Committee has evaluated the current board's size and composition together with the specific requirements that MAG Interactive's operation and strategic development impose on the Board Members' competence, experience and breadth.

Proposal for the Board's remuneration has been determined based on the scope of the required work and through a comparison with board fees in companies of comparable size and complexity.

### **Motivation for the proposed Board of Directors**

The Nomination Committee has, based on the work described above, concluded that the proposed Board of Directors meets the requirements regarding competence and experience, and also have a good dynamic and diversity.

The Nomination Committee has assessed the recommendations in the Swedish Code for Corporate Governance regarding appropriate composition, versatility and breadth in regards to proposed Board Members' competence, experience, background and the aspiration for a more equal gender diversity. The Nomination Committee is satisfied that the new proposed board will have a more equal composition with two of the six board members being female.

The Nomination Committee assesses that the proposed Board of Directors has an appropriate size and composition with the competence, experience and diversity as deemed necessary to support MAG Interactive's operation and long-term strategic work.

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The Nomination Committee of MAG Interactive AB (publ)

Stockholm, November 2018