

## **The nomination committee's statement regarding the proposal for election of board of directors prior to the annual general meeting 2020**

### **Background**

MAG Interactive's nomination committee for the annual general meeting 2020 has consisted of chairman Kaj Nygren (NMO Invest AB and Playful Days AB), Johan Persson (RSUV AB, Fredrik Stenh and Anders Larsson), Joachim Spetz (Swedbank Robur Fonder) and Henrik Sandell (Didner & Gerge Fonder). The chairman of the board of directors, Birgitta Stymne Göransson, 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 2019.

Shareholders have been able to submit proposals to the nomination committee according to instructions on MAG Interactive's website. No proposals from shareholders have been received.

### **Presentation of the nomination committee's work**

The nomination committee has had three formal meetings, and a number of work meetings before the annual general meeting 2020. The nomination committee has also met with the current board members and have had a meeting with the CEO to get a presentation of the company. The result from the annual board evaluation conducted by the board of directors has been presented to the nomination committee. Lastly, the nomination committee has compiled potential new candidates for the board as well as conducted interviews with the proposed new member of the board.

The nomination committee has evaluated the current board of directors' size and composition together with the specific requirements that MAG Interactive's operation and strategic development impose on the board members' competence, experience and diversity.

Proposal for the board's remuneration has been determined based on the scope of the required work and through a comparison with the 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 meet 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 diversity in regards to proposed board members' competence, experience, background and the aspiration for a more equal gender composition.

The nomination committee assess 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.

*The nomination committee*