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## **THE BOARD OF DIRECTORS' OF NET GAMING EUROPE AB (PUBL) PROPOSAL FOR GUIDELINES REGARDING EXECUTIVE REMUNERATION**

The Board of Directors of Net Gaming Europe AB (publ) proposes that the Annual General Meeting ("AGM") to be held in 2020 resolves to adopt the following guidelines for determining salary and other remunerations to the executive management. Executive management refers to the Chief Executive Officer (CEO) and other members of the group management. The guidelines shall apply to remuneration agreed and amendments to remuneration already agreed, after adoption of the guidelines by the AGM 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting, including long-term employee stock option programs and warrants.

For employments governed by rules other than Swedish, appropriate adjustments may be made for the purpose of complying with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

### **The guidelines' promotion of the company's business strategy, long-term interests and sustainability**

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability agenda, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the executive management a competitive total remuneration.

For information regarding the Company's business strategy, please see the Company's website: [www.netgaming.se](http://www.netgaming.se).

The Company has established long-term employee stock options and warrants programs. They have been approved by the AGM and are therefore not covered by these guidelines. For the same reason, the employee stock option program proposed by the Board of Directors before the 2020 AGM is not included. The proposed program essentially corresponds to existing programs. The programs include *inter alia* the group's CEO, group executive management and key employees in the group. The outcome of the incentive programs is dependent on the development of the value of the Company's share and has a clear link to the business strategy and to the Company's long-term value creation, including its sustainability. More information about these programs, including the criteria on which the outcome depends, can be found on the Company's website, [www.netgaming.se](http://www.netgaming.se).

### **Types of remuneration, etc.**

The remuneration shall be market-based and consists of fixed salary, pension benefits and other benefits. In addition, the AGM may – irrespective of these guidelines – resolve on, among other things, share- and share-price-related remuneration or employee stock options programs and warrants.

For the CEO and other members of executive management, pension benefits, including health insurance, shall be paid in accordance with customary principles in Malta and amount to a maximum of five percent of the fixed annual salary.

Other benefits may include: health insurance and occupational health care as well as wellness grants. Such benefits may amount to a total of not more than fifteen percent of the annual salary of the CEO and a maximum of five percent of the annual salary for other members of executive management.

For members of executive management who are stationed in a country other than their home country, additional remuneration and other benefits may be paid to a reasonable extent, taking into account the particular circumstances associated with such expatriation, with the overall purpose of these guidelines

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to be met as far as possible. Such benefits may amount to not more than fifteen percent of the fixed annual salary.

### **Period of notice and severance pay**

If termination is made by the Company, the CEO and CFO shall have a notice period of no more than 6 months and other members of executive management shall have a notice period of no more than 3 months. Fixed salary during the period of notice and severance pay shall not exceed a total sum corresponding to the fixed salary for a period of twelve months. If the termination is made by the senior executive, the period of notice shall be no more than six months and no severance pay shall be made.

### **Salary and employment conditions for employees**

In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for employees of the group have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration Committee's and the Board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

### **The decision-making process to determine, review and implement the guidelines**

The Board of Directors has established a Remuneration Committee. The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the annual general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The members of the Remuneration Committee are independent of the Company and its executive management. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### **Derogation from the guidelines**

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability agenda, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

### **Information on remuneration resolved but not yet due**

There are no remunerations resolved but not yet due.