

## **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 June 21, 2017 at. 11 a.m. The annual general meeting will be held at Rum Svea at 7 A Centralen, with address Vasagatan 7 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 Thursday June 15 2017; and notify the company that it wishes to attend the annual general meeting no later than on Thursday June 15, 2017, to Global Gaming 555 AB, Att: Markus Palm, Hästvågen 4 E, 212 35 Malmö, by telephone +46 8 551 154 30 or by e-mail to bolagsstamma@globalgaming.com. Notice of attendance shall contain name, address, personal- or corporate identity number, 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 June 15, 2017 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 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 change of the articles of association together with issue of bonus shares
  14. Resolution regarding decrease of the share capital
  15. Resolution regarding authorization for the board to decide on issue of new shares
  16. Resolution regarding authorization for the board to decide on diversification issue of shares
  17. Resolution to establish a warrant program, Series 2017:1
  18. Closing of the annual general meeting

## **Proposed resolutions**

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

It is proposed to elect Niklas Larsson, Wistrand Advokatbyrå, to be elected as chairman of the annual general meeting.

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

The board proposes SEK 0,15 per share to be distributed in dividend to the shareholders, at a total amount of SEK 5 801 625. Proposed record day for distribution of dividend is 26 June 2017. If the annual general meeting decides in accordance with the proposition, the estimated dividend will be paid on 29 June 2017.

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

The board proposes, until the end of next annual general meeting, that remuneration to the board shall be a total of SEK 550 000, to be allocated with SEK 250 000 to the chairman of the board and SEK 100 000 each to the remaining three members of the board. The proposed remuneration includes possible future committee work.

It is proposed that remuneration to the auditor shall be paid in accordance with approved balance.

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

It is proposed that the board shall consist of four ordinary members, without any deputy members. It is further proposed that the company shall have one auditor.

It is proposed to re-elect all the now serving board members; Peter Eidensjö, Tobias Fagerlund, Adriana Hamberg and Ollipekka Vahvaselkä. 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)**

Mika Leppänen, Ahti Tiainen och Per Hildebrand, who collectively represents 34,9 percent of the shares and votes in the company, propose 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 2018.

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, 2017 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 2018.

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.

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 may amount to a maximum of 100 percent of the annual wage. The variable remuneration is based on the outcome of several quantitative factors.

### *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 change of the articles of association together with issue of bonus shares (item 13)**

### ***New articles of association***

The board proposes that the annual general meeting decides to adopt new articles of association with the following amendments, which are shown in the full text version of the new article of association, annexed as Appendix 13 to the agenda.

- Amendments to the limits for share capital and the number of shares in the company;

- Introducing of a new provision under section 10 regarding conditions for participating at general meeting of the company; and
- Adjustments to the list of matters to be addressed at the annual general meeting.

### ***Issue of bonus shares***

The board proposes the annual general meeting to resolves on an issue of bonus shares, involving an increase of the share capital with SEK 40 912 800. For the decision, the following shall apply.

1. The amount used to increase the share capital shall be provided to the share capital from the revaluation reserve.
2. The decision requires change of articles of association.
3. No new shares shall be issued.
4. The board, of the one the board appoints, is authorized to make minor adjustments necessary to register the decision with the Swedish Companies Registration Office.

### **Resolution regarding decrease of the share capital (item 14)**

The board proposes to decrease the share capital with SEK 40 912 800 from SEK 79 590 300 (after resolution regarding the proposed issue of bonus shares). The purpose of the decrease is transfer to the non-restricted reserve. The decrease shall be made without share reduction.

The decision requires authorization from the Swedish Registration Companies Office or court of general jurisdiction.

### **Resolution regarding authorization for the board to decide on issue of new shares (item 15)**

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 after a completed diversification issue of shares in accordance with the proposal under item 16.

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.

### **Resolution regarding authorization for the board to decide on diversification issue of shares (item 16)**

The board proposes that the annual general meeting authorizes the board until the next annual general meeting, and with or without deviation from shareholders' preferential right, to decide on new issue of shares in the company. The authorization can only be used for the diversification issue of shares which will take place in connection with the listing of the company on Nasdaq First North. The authorization shall therefore only include decisions regarding new issue of shares with conditions stipulating that the shares shall be paid in cash. Furthermore, the boards authorization shall be limited to the decision regarding new issue of shares which leads to the company through the issue of new shares is provided with not more than the correspondence in SEK to EUR 2 500 000.

The purpose of the authorization and the deviation from the shareholder's preferential rights, is to widen the company's' owner base and to provide capital to the company. 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.

A valid resolution on authorization as stated above, requires support of the shareholders representing at least two-thirds of both cast votes as well as the shares represented at the meeting.

### **Resolution to establish a warrant program, Series 2017:1 (item 17)**

The board of directors of Global Gaming 555 AB (publ) proposes that the general meeting resolves to issue and to transfer warrants of Series 2017:1 in accordance with the following.

#### **1 ISSUE OF WARRANTS**

- 1.1 The board proposes that the general meeting resolves on a directed issue of maximum 800 000 warrants, entailing an increase in the company's share capital on full exercise of the warrants amounting to a maximum of SEK 800 000. The following terms shall apply.
- 1.2 The right to subscribe for warrants is only given to the wholly owned subsidiary Global Gaming 555 Incentive AB, (the "**Subsidiary**"), with a right and obligation to transfer the warrants in accordance with section 2. No oversubscription is allowed.

- 1.3 The reason for derogation from the shareholders' pre-emption rights is to implement an incentive programme through which employees, by an own investment, participates in and works for a positive growth of value of the company's share for the period that the programme covers, and to ensure that the company can keep and recruit qualified and motivated personnel.
- 1.4 The warrants shall be issued free of charge.
- 1.5 Subscription is to take place within three weeks from the day of the resolution to issue warrants. The board may extend the subscription period.
- 1.6 Each warrant entitles the holder to subscribe for one new share in the company. Shares can be subscribed for based on the warrants during the period from and including 1 August 2020 up to and including 31 August 2020.
- 1.7 The subscription price per share shall be SEK 25.
- 1.8 The shares subscribed for based on the warrants shall carry a right to participate in dividends for the first time on the next record date for dividends which occurs after subscription is completed.
- 1.9 Warrants held by the Subsidiary that are not transferred in accordance with section 2 or that is repurchased from participants, may be cancelled through a decision by the board of directors, following consent from the board of directors of the subsidiary. The cancellation shall be notified to the Swedish Companies Registration Office.
- 1.10 The board, or the person appointed by the board, is authorised to execute the decision and to make such minor adjustments which may prove necessary in conjunction with registration with the Swedish Companies Registration Office.
- 1.11 For complete terms, see appendix.

## **2 APPROVAL OF TRANSFER OF WARRANTS**

### **2.1 Entitlement to acquire warrants**

The board of directors proposes that the general meeting approves the Subsidiary's transfer of warrants in accordance with the following.

The right to acquire warrants from the Subsidiary shall be vested in the following categories of employees:

| <b>Category</b>                                   | <b>Maximum no. of warrants per person/category</b> |
|---|--|
| A. The executive committee (maximum of 6 persons) | 200 000/400 000                                    |

|  |                 |
|--|-----------------|
| B. Other senior employees (maximum of 5 persons) | 100 000/200 000 |
| C. Other key persons (maximum of 10 persons)     | 50 000/200 000  |

The right to acquire warrants from the Subsidiary shall only vest in the persons that, at the end of the application period, has not terminated his or her employment and is not terminated by the company.

Warrants may also be offered to future employees, whereby the same or equivalent terms shall apply, meaning, e.g., that the then current market value shall apply.

Allotment requires that the warrants can be legally acquired and that, in the board's opinion, such acquisition can take place using a reasonable amount of administrative and financial resources.

## 2.2 **Application and allotment**

Application for acquisition of warrants shall be made during the period from and including 22 June 2017 up until and including 27 June 2017. The board is authorised to extend the application period and to instruct upon an equivalent application period for new employees whose acquisitions takes place after the end of the initial application period.

Should not all warrants have been allotted after all applied for warrants within a category have been allotted, the remaining warrants may be allotted to other participants whereby the board of directors shall decide upon the allotment based on category under the warrant programme, staff category and the number of warrants applied for. Such allotment may result in that the maximum number of warrants per person within a category, as set out above, is exceeded, however not by more than 50 percent.

The board of directors of the company decides upon the final allotment.

## 2.3 **Price and payment etc.**

The warrants shall be transferred on market terms at a price which is established based on a calculated market value for the warrants, applying the Black & Scholes valuation model calculated by an independent valuation institute. The preliminary value is calculated to SEK 0,144 per warrant based on a share price of SEK 7.50. For acquisitions made by new staff after the initial application period, a new market value shall be established on the same basis.

Payment for allotted warrants shall be made in cash within five days after



application. For acquisitions made by new staff after the initial application period, an equivalent payment date shall be decided by the board.

The warrants shall be subject to market terms.

#### 2.4 **Pre-emption and termination of employment**

The warrants are subject to an obligation for a participant who wish to transfer or otherwise dispose of the warrants to a third party to first offer the company to acquire the warrants. Furthermore, the warrants are subject to a right for the company or the Subsidiary to repurchase the warrants should the participant's employment or assignment with the company terminate. In case of repurchase of warrants from a participant due to termination of the participant's employment or assignment, the price of the warrants shall be based on whether the participant is considered a Good Leaver or a Bad Leaver.

### **3 ADDITIONAL INFORMATION ON THE WARRANT PROGRAMME**

#### 3.1 **Dilution**

In the event of full exercise of the warrants, 800 000 new shares may be issued, which corresponds to a dilution of approximately 2 per cent of the total number of issued shares and votes in the company after full exercise of all warrants, subject to the recalculation provisions under the warrant terms.

#### 3.2 **Impact on key figures and costs for the company etc.**

The company's earnings per share is not affected by the issue of the warrants since the present value of the warrant's redemption price exceeds the market value for the share at the time of issue. The participants will acquire the warrants at market value, meaning that the warrants will not result in personnel costs for the company. The warrant programme will give rise to certain limited costs in terms of fees to external advisors and administration of the warrant programme.

#### 3.3 **Preparations**

The basis for the incentive programme has been prepared by the board of directors of the company. The work has been supported by external advisors and been made in consultation with shareholders. The board has thereafter decided to present this proposal for the general meeting. Except for the staff that have prepared the matter upon instruction from the board, no employee that may be in scope of the programme has participated in the preparations of the programme's terms.

#### 3.4 **Other share related incentive programmes etc.**

Except from the now proposed program, the company has current share related incentive programmes in terms of "Incentive programme 2016/2018" which

substantially includes the following terms.

*The incentive programme includes a right for the CEO and the management of the company to subscribe for a maximum of 1 200 000 warrants with a subsequent right to, during the period between and including 19 February 2018 up to and including 2 March 2018, subscribe for a maximum of the equal amount of new shares in the company. The increase in the share capital will, in case of full exercise of the warrants, be SEK 1 200 000.*

*The warrants are issued at a price corresponding to the calculated market value for the warrants applying the Black & Scholes valuation model as of the 17 February 2016, based on the subscription price at the time for exercise of the warrants which shall be SEK 6,00 per share.*

*Warrants can be subscribed for during the time from and including 17 February 2016 up to and including 26 February 2016 on a separate subscription list. Payment for allotted warrants shall be made in cash not later than on 4 March 2016. The shares subscribed for based on the warrants shall carry a right to participate in dividends for the first from the financial year during which the warrant is exercised.*

*The right to subscribe for warrants shall, with derogation from the shareholders' pre-emption right, be vested exclusively with employees of the company. The CEO shall be offered to subscribe for 600 000 warrants and the management of the company shall be offered to subscribe for a maximum of 600 000 warrants in total, allotted in accordance with the decision of the board of directors.*

The price per warrant was decided to SEK 0,158 (Sw: 15,8 öre) on 17 February 2016.

### 3.5 **Authorization for the board of directors**

The board proposes that the general meeting authorizes the company's board of directors to execute the resolution in accordance with the above and to ensure that the Subsidiary's board of directors carries out the transfer of the warrants in accordance with the above.

### 3.6 **Decision procedures**

A valid resolution by the general meeting regarding the issue of warrants Series 2017:1 requires that the resolution is supported by shareholders representing no less than nine-tenths of the votes cast as well as the shares represented at the meeting.

## **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 June 7, 2017. 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).

---

Stockholm in May, 2017  
Global Gaming 555 AB (publ)  
The Board