

Evaluation of LeoVegas AB (publ) remuneration to the CEO and other senior executives in accordance with the Swedish Corporate Governance Code, 9.1 and 10.3

The remuneration committee of LeoVegas AB (publ), (the “**Company**”), has since the inaugural meeting with the board of directors on 28 April 2015 comprised of the board members Mårten Forste (chairman), Anna Frick and Barbara Canales. The remuneration committee has held 3 meetings since it was appointed. The remuneration committee has discussed issues such as guidelines regarding remuneration to the senior executives, resolution regarding remuneration to the managing director and proposal to the board of directors regarding allotment of warrants within the Company’s incentive program.

In accordance with the Swedish Corporate Governance Code, the remuneration committee shall monitor and evaluate programs for variable remuneration (both on-going and those that have ended during the year), how the guidelines for remuneration to the senior executives adopted at the annual general meeting have been applied, as well as the current remuneration structure and levels of remuneration in the Company.

Following that the Company has no current programs or programs that have ended during the year for variable remuneration or any guidelines for remuneration to the senior executives adopted by the general meeting of the shareholders, the evaluation mainly concerns the Company’s current remuneration structure and levels of remuneration in the Company. The following is the board of directors’ report of the results of the evaluation carried out by the remuneration committee.

Objectives for the remuneration to the senior executives

The Company strives for to offer a total remuneration that enables the Company to attract and retain qualified senior executives.

In accordance with the guidelines for remuneration to the senior executives proposed to the annual meeting by the board of directors upon recommendation from the remuneration committee, the remuneration to the senior executives may comprise of fixed salary, possible variable salary, other customary benefits and pension payments. The variable remuneration may be paid in cash and/or shares/warrants/convertibles and is to 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 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). These components are to create a balanced remuneration that reflects individual achievements and offers a competitive remuneration with respect to the terms on the market. For additional information regarding the proposed guidelines please refer to the Company’s website www.leovegasgroup.com or the annual report for the financial year 2015.

Short term and long term incentive programs

At the annual general meeting on 28 May 2015, it was resolved to issue a maximum of 500,000 warrants which, adjusted for the resolution on a 1:4 share split, resolved at the extra general meeting on 4 February 2016, entitles each holder of a warrant to subscribe for four new shares. Only the Company’s wholly owned subsidiary was entitled to subscribe for the warrants, where the subsidiary had the right to transfer the warrants to individuals employed by the Company or another company in the group and to other key individuals (including external consultants) at a price that is not less than the current market value of the warrants in accordance with the Black & Scholes valuation model and otherwise on the basis of the same terms and conditions as the warrant issue. All of the warrants were subscribed for by the subsidiary and have been transferred from the subsidiary to employees of the Company and within the group in at a price per unit of EUR 0.27, which corresponds to a market valuation in accordance with the Black & Scholes valuation model. Each warrant entitles the holder to subscribe for one new share in the Company at a subscription price of EUR 1.75 during the period between 1 May 2018 and 31 May 2018. If the warrants are fully exercised it will lead to a dilution of 1.96% of the outstanding shares in the Company.

Guidelines for salary and other remuneration

The remuneration committee continuously evaluates the remuneration to the managing director and other senior executives. The basis for the decisions is obtained from the managing director and the CFO. In order to assess whether salaries and remuneration are competitive, comparison is made with relevant companies, industries and markets. Furthermore, the board of directors has in accordance with the

above, upon recommendation from the remuneration committee, proposed that the annual general meeting shall resolve to adopt guidelines for remuneration to the senior executives.

The remuneration committee's evaluation

The Remuneration Committee's has through its evaluation made the assessment that the current remuneration structure and levels of remuneration in the Company enables conditions for a total remuneration that is reasonable and competitive, whereby the Company may attract and retain qualified senior executives. In addition, the remuneration committee believes that the proposed guidelines for remuneration to senior executives will strengthen the Company's remuneration structure and levels of remuneration.

Further information regarding the current remuneration is found in the annual report 2015.

Stockholm in April 2016
LeoVegas AB (publ)