

## **Item 14 - The board of directors proposal regarding guidelines for the determination of remuneration to senior executives to be adopted by the annual general meeting 2017**

---

The remuneration to the senior executives in LeoVegas AB (publ), reg. no. 556830-4033 (the "**Company**") shall comprise of fixed salary, possible variable salary, other customary benefits and pension payments. The total remuneration shall, on a yearly basis, be in line with market practice and competitive on the labor market where the senior executive is based and take into account the individual qualifications and experiences of the senior executive as well as reflecting any notable achievements. The fixed salary shall be revised on a yearly basis. Senior executives mean the managing director and the other members of the group management.

Fixed and variable salary shall be related to the senior executives responsibility and authority. The variable remuneration shall be paid in cash and/or shares/warrants/convertibles or in other share based instruments such as synthetic options or employee stock options, and 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 vesting period, or the time from the conclusion of the contract until the shares may be acquired, shall not be less than three years. 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 or share based instruments the date of allotment). Terms for variable remuneration should be designed so that the board of directors may limit or omit payment of variable remuneration, provided that exceptional economic circumstances are at hand, if the board of directors finds the payments unreasonable and incompatible with the Company's responsible in relation to its shareholders. With respect to yearly bonuses, it should be possible to limit or omit payments, if the board of directors finds it motivated because of any other reasons.

The senior executives will be offered to participate in incentive program 2017/2020 where the senior executives have the right to participate in accordance with the proposal to implement incentive program 2017/2020 (for the complete proposal refer to the notice for the annual general meeting and the board of directors full proposal at the Company website, [www.leovegasgroup.com](http://www.leovegasgroup.com)).

Payment of consultancy fees and additional remuneration may be paid to directors after decision by the board of directors, if a director performs services on behalf of the Company, which do not constitute board work.

Fixed salary during the notice period and severance pay shall in total not exceed an amount corresponding to a maximum of a two years' fixed salary.

Pension payments shall be fee determined. A maximum of 45 per cent of the pension based salary may be pension premium. Employees have the right to salary exchange (i.e., instead of salary choose to receive salary as pension payments salary exchange shall be cost neutral for the employer). Right to pension occurs normally at 65 years of age.

The board of directors of the Company shall aim to achieve that all the subsidiaries in the group apply these guidelines.

The board of directors shall be entitled to deviate from the guidelines in an individual case if there are special reasons for it.

Decisions regarding salary and other remuneration to the managing director and other senior executives are prepared by the remuneration committee and resolved on by the board of directors.

A Summary of remuneration to the senior executives can be found in the Annual Report on page 48. The Annual Report is available on the company's website [www.leovegasgroup.com](http://www.leovegasgroup.com) under investor relations.

The Company currently has one ongoing incentive program for senior executives and employees in the group amounting to 500,000 warrants entitling the holders of warrants to subscribe for four new shares in the Company at a subscription price of EUR 1.75 per share during the period from 1 May 2018 up to and including 31 May 2018. For further information regarding the ongoing program, please refer to the Company's annual accounts for the financial year 2016 and the quarterly report for the fourth quarter 2016.