

## Item 14: The board of directors proposal regarding guidelines for remuneration to senior executives

Upon recommendation of the remuneration committee, the board of directors of LeoVegas AB (publ), reg. no. 556830-4033, (the “Company”) proposes that the annual general meeting resolves to adopt the following guidelines for remuneration to senior executives.

The remuneration to the senior executives in 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 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 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.

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.

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Stockholm in April 2016  
**LeoVegas AB (publ)**  
The board of directors