

## **1. The Nomination Committee's motivated statement regarding the proposal for election of the Board.**

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### **MTG's Nomination Committee**

In accordance with the procedure resolved by the 2019 Annual General Meeting, the Chairman of the Board has convened a Nomination Committee to prepare proposals for the 2020 Annual General Meeting.

The Nomination Committee comprises Joachim Spetz, appointed by Swedbank Robur Fonder, Erik Durhan, appointed by Nordea Fonder, David Marcus, appointed by Evermore Global Advisors, LLC and David Chance, the Chairman of the Board. The members of the Nomination Committee appointed Joachim Spetz as the Committee Chairman at their first meeting.

### **The Nomination Committee's proposal for election of the Board**

The Nomination Committee proposes:

- That the Board shall consist of five members.
- The re-election of all current members of the Board, except for Donata Hopfen who has declined re-election.
- The election of Marjorie Lao as new member of the Board.
- The re-election of David Chance as Chairman of the Board.

The Nomination Committee's proposal is thus that the following persons are elected to the Board of MTG for a term of office until the end of the next Annual General Meeting:

- David Chance, Chairman of the Board
- Simon Duffy
- Gerhard Florin
- Marjorie Lao
- Natalie Tydeman

### **The Nomination Committee's work**

The Nomination Committee has held a number of meetings, with additional candidate interviews and Committee discussions between meetings. The Nomination Committee's work has primarily focused on the continued long-term development of the overall Board composition, with the aim to strengthen the mix of experiences and competencies present at Board level in order to increasingly match the challenges and opportunities faced by MTG as the company continues to take important steps to shape its business for the future.

In its assessment of the degree to which the current Board meets the requirements placed on it, the Nomination Committee has reviewed the current Board members' ability to devote the necessary time and commitment required, as well as the balance and diversity of contributions of experiences from the digital entertainment industry. The Nomination Committee also had the benefit of an internal performance review of the Board and its individual members.

### **The Nomination Committee's motivated statement regarding its proposals**

Having been informed of each Director's eligibility, except for Donata Hopfen who has declined re-election, the Nomination Committee resolved to propose the re-election of all the other current Board members.

In its work, the Nomination Committee has sought to strengthen the Board with complementary financial leadership experience from international technology and consumer focused companies. As a result of this pursuit, the Nomination Committee proposes the election of one new member to MTG's Board of Directors – Marjorie Lao.

Marjorie Lao was until March 2020 the CFO of the LEGO Group, the Danish toy company with products sold in more than 140 countries worldwide, where she oversaw the company's global operations with a broad mandate covering the traditional CFO role, as well as Legal, Government and Public Affairs, and Social and Environmental Responsibility. Before joining the LEGO Group in 2014, Marjorie was CFO

of Tandberg ASA, a publicly listed company in the Oslo Stock Exchange, before it was acquired by Cisco. She also held senior finance, strategy and business development positions at Cisco, McKinsey, and Procter & Gamble. She currently serves on the Board of Logitech International, one of the world's leading manufacturers of input and interface devices for personal computers (PCs) and other digital products. Marjorie holds an MBA from Harvard Business School and a B.Sc. from the University of Philippines.

The addition of Marjorie Lao brings twenty years of international finance leadership experience across the consumer and technology sectors. Marjorie also brings valuable perspectives on environmental, social, and governance (ESG) matters. The Nomination Committee is also pleased that Marjorie has agreed to join the Board's Audit Committee.

The Nomination Committee is of the opinion that the proposed Board composition demonstrates the right skills and commitment needed to support MTG's management in order to further develop and expand MTG's portfolio focused on strategic digital entertainment verticals – Esports and Online Gaming – as well as shareholdings in a number of other entertainment companies.

In its work, the Nomination Committee applies rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Accordingly, the Nomination Committee gives particular consideration to the importance of an increased diversity on the Board, including gender, age and nationality, as well as depth of experiences, professional backgrounds and business disciplines. The Nomination Committee believes the composition of the proposed Board is fit-for-purpose in respect of the various dimensions of diversity, and will continue to pursue a high degree of diversity and gender balance in its efforts to compose the most capable Board.

Finally, it is noted that the Nomination Committee has evaluated each Board member's independence in the work of preparing its proposals for the 2020 Annual General Meeting, and found that the proposed Board is in compliance with the Swedish Corporate Governance Code's requirements for independence.

#### **Information about the proposed members of the Board**

Information about the proposed members of the Board, including the Nomination Committee's assessment of each member's independence, may be found on MTG's website at [www.mtg.com](http://www.mtg.com).

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THE NOMINATION COMMITTEE  
MODERN TIMES GROUP MTG AB (PUBL)