**The Nomination Committee's proposals and reasoned statement in respect of the annual general meeting 2025 of Asmodee Group AB (publ)**

In accordance with the principles for the Nomination Committee which were established at Asmodee Group AB's (publ) (the "**Company**") extra general meeting on 18 September 2024, the Nomination Committee shall consist of representatives of the four largest shareholders registered in the register of shareholders held by Euroclear Sweden AB at the end of November each year, with the deputy chair of the board as an adjunct to the Nomination Committee. The Nomination Committee, in respect of the annual general meeting 2025, has been comprised of Per Fredriksson (appointed by Lars Wingefors AB), Ola Åhman (appointed by Savvy Gaming Group), Anna Henricsson (appointed by Handelsbanken Fonder) and Magnus Tell (appointed by Alecta). The deputy chair of the board, Kicki Wallje Lund has been an adjunct to the Nomination Committee. Per Fredriksson served as chair of the Nomination Committee.

**Work of the Nomination Committee**

Ahead of the 2025 Annual General Meeting, the Nomination Committee has held seven recorded meetings and has had regular contacts in between. For its work, the Nomination Committee has reviewed and considered the internal evaluation of the work that has been conducted by the Board of Directors (the Board), and the Chair's statement regarding the Board's work. The Nomination Committee has also reviewed the Company's strategies and interviewed the Company auditor as well as all individual members of the Board.

The task of the Nomination Committee is to submit proposals to the annual general meeting concerning the election of the chair of the general meeting, the election of members of the Board and the chair of the Board, the election of auditor, as well as remuneration for the chair and the other members of the board, including remuneration for committee work, as well as remuneration to the Company's auditor. In respect of the annual general meeting 2025, the nomination committee has unanimously resolved to submit the following proposals.

**Item 2: Election of chair of the meeting**

The Nomination Committee proposes that Ian Gulam is elected as chair of the Annual General Meeting 2025.

**Item 10, 11 and 12: Determination of the number of directors and auditors, determination of fees to the board of director and the auditors and election of the board of directors and auditors**

**Proposal for candidates for the post of chair and other directors of the board**

The Nomination Committee proposes the following to the 2025 Annual General Meeting:

- that the Board shall consist of seven directors, without deputy directors
- that Stephane Carville, Linda Höljö, Jacob Jonmyren, Marc Nunes, Kicki Wallje Lund and Lars Wingefors shall be re-elected and that Eugene Evans shall be elected as new Board member
- that Lars Wingefors is re-elected as Chair of the Board
- a recommendation that the Board elects a deputy Chair of the Board (currently Kicki Wallje-Lund)

Information on all proposed Board members is available on the Company's website https://corporate.asmodee.com/corporate-governance#meetings.

*Reasoned statement regarding the proposed Board*

In preparing its proposal for the Board, the Nomination Committee has focused on maintaining its composition and competencies paying particular attention to the Board's ability to supporting the Company's strategic position and development, international operations, governance and financial controls.

The Nomination Committee has applied rule 4.1 of the Swedish Code of Corporate Governance (the "**Code**") as diversity policy, entailing that the Board shall, with regards to the Company's business, phase of development and other relevant circumstances, have an appropriate composition of Board members elected by the general meeting that collectively display diversity and breadth in respect of skills, experience and background, and to strive for an equal gender distribution. 29 percent of the proposed Board members are women.

In addition, the Nomination Committee has assessed the independence of the Board members. The Nomination Committee's proposal regarding the composition of the Board meets the requirements of independence as stipulated in the Code. In preparing its proposal, the Nomination Committee has considered that a majority of the proposed directors are to be regarded as independent in relation to the Company and the executive management and that at least two of the Board members who are independent of the Company and the executive management shall also be independent in relation to the Company's major shareholders. Furthermore no more than one elected member of the board may be a member of the executive management of the company or a subsidiary, in accordance with rule 4.3 of the Code. However further adjustments or additions to the Board will have to be made stepwise in the future to ensure diversity and breadth in respect of skills and necessary perspectives.

**Board members proposed for new election**:
**Eugene Evans** , born 1966
**Education/background**: Eugene Evans has enjoyed over 40 years in digital games and entertainment. He has held senior roles in studio management, marketing, licensing and business development at such industry pioneers and leaders as Viacom, Mythic Entertainment, Electronic Arts, Wizards of the Coast and Hasbro, including several successful exits. He recently led the team that positioned Hasbro as the #1 digital gaming licensor by U.S. revenue according to Aldora, fueled by the success of Scopely's MONOPOLY GO! and Larian Studios' award-winning Baldur's Gate III. He currently advises the next generation of gaming innovators, including startups Infinity Fiction and Magic Circle
**Current assignments:** N/A
**Holdings in the Company:** Eugene Evans has no holding of shares in the Company.
**Position of dependency**: He is to be regarded as independent in relation to major shareholders[1], the company and company management.

**Proposal for fees and other remuneration**
The Nomination Committee proposes that remuneration of the Board, excluding remuneration for committee work, shall be increased to an aggregate of SEK 4,700,000 (SEK 3,950,000). The renumeration to the chair of the Board shall amount to SEK 1,250,000 (SEK 1,200,000) the remuneration to each other member of the board not employed by the Company shall amount to SEK 575,000 (SEK 550,000). The Nomination Committee recommends that the Board elects a deputy chair. If such deputy chair is elected, the Nomination Committee proposes that remuneration for this assignment shall amount to SEK 1,150,000.

The Nomination Committee encourages Directors of the Board to hold shares in the Company.

In addition, the Nomination Committee proposes that:

- remuneration for work in the Audit and Sustainability committee shall be paid with SEK 260,000 (SEK 250,000) to the chair of the committee and SEK 160,000 (SEK 150,000) to every other member of the committee.
- remuneration for work in the Remuneration committee shall be paid with SEK 130,000 (SEK 125,000) to the chair of the committee and SEK 85,000 (SEK 80,000) to every other member of the Remuneration committee.

[1] According to the Code rule 4.5 in this context, a major shareholder is defined as controlling, directly or indirectly, at least ten per cent of the shares or votes in the company

- any director elected by the general meeting and who is employed by the Company or receives consultancy fee from the Company shall not receive any fee in accordance with the above as long as such director is employed or receives such consultancy fee.

*Reasoned statement regarding Board fees*
In the process of setting and proposing the board fees, the Nomination Committee has conducted a thorough benchmark of board remuneration levels based on Swedish and international peers, and has also sounded with present as well as potential new board candidates in this effort.

**Proposal for election and remuneration of Company auditor**
The Nomination Committee proposes that a registered audit company is appointed as auditor until the end of the next annual general meeting. Further, the Nomination Committee proposes, in accordance with the audit and sustainability committee's recommendation, re-election of the registered audit company Öhrlings PricewaterhouseCoopers AB (PwC) as auditor in the Company for the period until the end of the next annual general meeting.

PwC has informed that authorized public accountant Magnus Svensson Henryson shall remain the main responsible auditor.

Remuneration for the auditor shall be paid in accordance with approved invoices.

**Proposal for principles for appointment of the nomination committee**
The nomination committee proposes no change to the principles for appointment of the nomination committee which were adopted to apply until further notice at the extra general meeting on 18 September 2024.