



# Notice to attend the extraordinary general meeting of G5 Entertainment AB (publ)

*N.B. This English text is an unofficial translation of the Swedish original of the notice to attend the extraordinary general meeting in G5 Entertainment AB (publ), and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

The shareholders of G5 Entertainment AB (publ), reg. no 556680-8878 (the “**Company**”) are hereby summoned to attend the extraordinary general meeting to be held at 10.00 am (CET) on Thursday 16 February 2023 at Eversheds Sutherland’s office at Strandvägen 1 in Stockholm, Sweden. Registration begins at 9:30 am (CET).

## Notification

Shareholders who wish to attend the extraordinary general meeting must:

- be recorded as shareholders in the share register maintained by Euroclear Sweden AB on 8 February 2023;
- no later than 10 February 2023, preferably before 4 pm (CET), have given notice of their participation and potential assistants to G5 Entertainment AB, Birger Jarlsgatan 18, 3 tr, 114 34 Stockholm or by e-mail to [agm@g5e.se](mailto:agm@g5e.se), stating full name, personal identification number or registration number, address, day-time phone number and, when applicable, information regarding any representative, proxy and/or a maximum of two assistants.

Shareholders whose shares are nominee-registered must, in order to have the right to attend the extraordinary general meeting, request to be temporarily registered in the share register kept by Euroclear Sweden AB. The shareholder must instruct their nominee thereof in due time prior to 10 February 2023, by which date such registration must be executed.

Shareholders represented by proxy shall issue a written and dated power of attorney to the proxy signed by the shareholder. A power of attorney issued by a legal entity shall have a copy of registration certificate attached, or if such certificate does not exist, equivalent authorization document. A power of attorney form for shareholders who wish to participate the general meeting by proxy are available on the Company’s website (<http://corporate.g5e.com>). The power of attorney and the registration certificate may not be issued earlier than one year before the date of the general meeting, with the exception of the power of attorney specifies a longer period, up to a maximum of five years. The original power of attorney and any registration certificate must be available at the general meeting and copies of the documents should, in advance of the general meeting be sent to the Company at the address above.

## Agenda

1. Opening of the general meeting
2. Preparation and approval of voting register
3. Election of chairman of the extraordinary general meeting
4. Presentation and approval of the agenda
5. Election of one or two persons to verify the minutes together with the chairman
6. Determination of whether the meeting has been duly convened
7. Resolution on (a) reduction of the share capital by way of cancellation of own shares, and (b) increase of the share capital by way of bonus issue
8. Resolution to authorize the board of directors to undertake minor adjustments of the resolutions
9. Closure of general meeting

## **The board's proposals to resolutions**

### **Item 7. – Resolutions on (a) reduction of the share capital by way of cancellation of own shares, and (b) increase of the share capital by way of bonus issue**

#### **(a) Reduction of the share capital by way of cancellation of own shares**

The board of directors proposes that the extraordinary general meeting resolves to reduce the share capital by way of cancellation of own shares which have been repurchased by the board of directors based on authorization given at the annual general meeting in 2022.

The share capital shall be reduced with SEK 25,915.74 by way of cancellation of 250,000 shares. The purpose of the reduction is allocation to unrestricted equity.

The resolution to reduce the share capital under this item (a) may be effectuated without obtaining an authorization from the Swedish Companies Registration Office or, in disputed cases, a court of general jurisdiction, as the Company simultaneously effectuates a bonus issue, as set out under item (b) below, with an amount corresponding to no less than the amount the share capital is being reduced with, as set out above. Combined, these measures entail that neither the Company's restricted equity nor its share capital is reduced.

#### **(b) Increase of the share capital by way of bonus issue**

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item (a) above, the board of directors proposes that the extraordinary general meeting at the same time resolves to increase the share capital by way of a bonus issue with amount corresponding to SEK 25,915.74, which equals the amount that the share capital is reduced with by way of cancellation of shares, as set out under item (a) above. The bonus issue shall be carried out with the amount being transferred from unrestricted equity without the issuance of new shares.

The board of directors proposes that the resolutions under items (a) and (b) above will be voted on at the extraordinary general meeting as one joint resolution.

#### *Majority requirement*

*A valid resolution requires that the shareholders at the meeting representing at least 2/3 of the number of shares and votes represented vote in favor of the proposal.*

### **Item 8 - Resolution to authorize the board of directors to undertake minor adjustments of the resolutions**

The board proposes that the general meeting authorizes the board, the CEO or the person otherwise designated by the board, to undertake minor adjustments and clarifications of the resolutions made by the general meeting to the extent it is required for registration of the

resolutions.

## **Additional information**

### **Number of shares and votes in the Company**

At the date of this notice, the Company has a total of 8,955,850 shares outstanding, representing a total of 8,800,870 votes. At the date of submission of this notice to the Swedish Gazette, the Company holds 609,650 of its ordinary shares and 172,000 C-shares.

### **Shareholders' right to request information**

Shareholders are informed of their right under Chapter 7, Section 32 of the Swedish Companies Act to request information at the extraordinary general meeting in respect of circumstances that may affect the assessment of an item on the agenda and circumstances which may affect the assessment of the Company's financial situation. The board and the CEO shall provide such information if the board considers that this can be done without significant damage to the Company. The duty of disclosure also applies to the Company's relationships with other companies in the group and such circumstances as mentioned above applicable to subsidiaries.

### **Documents**

The notice includes the full proposal for the resolutions proposed by the board. Documents pursuant to the Swedish Companies Act will be made available to shareholders at the Company's office no later than two weeks before the extraordinary general meeting and will be sent upon request in connection therewith to shareholders' stating their postal address. At the stated time, the documents will also be available at the Company's website.

*Stockholm, January 2023*

***G5 Entertainment AB (publ)***

*The board of directors*

For additional information, please contact:  
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