

## *Viaplay Group's Extraordinary General Meeting approves all proposed resolutions*

Viaplay Group AB (publ) ("Viaplay Group") held an Extraordinary General Meeting (the "EGM") today, 10 January 2024, at which all proposed resolutions were approved. The EGM's resolutions include an issue of class B shares with preferential rights for Viaplay Group's shareholders, two directed issues of class B shares, and a reduction of Viaplay Group's share capital and amendments of its articles of association in order to enable the issues of class B shares. This means that the recapitalisation programme for Viaplay Group proposed by the Board of Directors on 1 December 2023 can progress according to plan, as the EGM resolved in accordance with the Board of Directors' proposals to the EGM as part of the recapitalisation programme.

The notice of the EGM was announced on 11 December 2023 as part of the recapitalisation programme for Viaplay Group proposed by the Board of Directors. As previously announced, the recapitalisation programme includes, in addition to the three issues of new class B shares that were subject to the EGM's approval, inter alia, an amendment and extension of existing bank and bond commitments totalling SEK 14.6 billion as well as a range of self-help measures to improve the group's liquidity and profitability.

As part of the recapitalisation programme, each of Canal+ and PPF has signed subscription undertakings whereby each of Canal+ and PPF has, subject to certain conditions, undertaken and agreed to (a) subscribe for in total 2,475,538,520 class B shares in the Directed Share Issue (as defined below) (in accordance with the allocation described below); and (b) subscribe for its pro rata share in the Rights Issue (as defined below) (corresponding to a subscription amount of SEK 104,500,000 in respect of Canal+ and SEK 86,628,146 in respect of PPF). If the Directed Share Issue, the Rights Issue and the Debt-to-Equity Issue (as defined below) are completed, Canal+ will hold 1,342,833,333 class B shares and PPF will hold 1,341,208,619 class B shares, corresponding to approximately 29.3 per cent, respectively, of the shares and votes in Viaplay Group.

The EGM resolved, amongst other things, on all three issues of class B shares proposed as part of the recapitalisation programme as described below.

### **Resolution on a directed share issue of class B shares**

The EGM resolved, in accordance with the Board of Directors' proposal, on a directed share issue of class B shares to a limited group of investors (of which 1,228,833,333 class B shares in respect of Canal+ and 1,246,705,187 class B shares in respect of PPF, with no additional allocation in respect of these two investors) (the "**Directed Share Issue**"). Up to 3,129,655,316 class B shares shall be issued through the Directed Share Issue. The subscription price is SEK 1.00 per class B share. If the Directed Share Issue is fully subscribed for and carried out, Viaplay Group will receive gross proceeds of approximately SEK 3.1 billion, before deduction of transaction costs. Viaplay Group's

share capital will increase by not more than SEK 187,779,318.96 through the Directed Share Issue.

### **Resolution on a share issue of class B shares with preferential rights for Viaplay Group's shareholders**

The EGM resolved, in accordance with the Board of Directors' proposal, on a share issue of class B shares with preferential rights for Viaplay Group's shareholders (the "**Rights Issue**"). 870,344,684 class B shares shall be issued through the Rights Issue. The subscription price is SEK 1.00 per class B share. If the Rights Issue is carried out, Viaplay Group will receive gross proceeds of approximately SEK 0.9 billion, before deduction of transaction costs, and Viaplay Group's share capital will increase by SEK 52,220,681.04 through the Rights Issue.

Those shareholders of Viaplay Group who are registered as such on the record date will receive eleven (11) subscription rights for each share held in Viaplay Group (irrespective of which class of shares held). One (1) subscription right entitles the holder to subscribe for one (1) new class B share. The record date for determining the right to receive subscription rights is 17 January 2024. The last day of trading in Viaplay Group's shares including the right to receive subscription rights is 15 January 2024. The subscription period commences on 19 January 2024 and ends on 2 February 2024.

For more information on the Rights Issue, please see the prospectus that Viaplay Group expects to publish on or around 16 January 2024.

### **Resolution on a directed share issue of class B shares**

The EGM resolved, in accordance with the Board of Directors' proposal, on a directed share issue of class B shares to a limited group of creditors of Viaplay Group (the "**Debt-to-Equity Issue**"). Up to 500,000,000 class B shares shall be issued through the Debt-to-Equity Issue. The subscription price is SEK 1.00 per class B share. If the Debt-to-Equity Issue is fully subscribed for and carried out, SEK 0.5 billion of a SEK 2 billion write-down of Viaplay Group's existing debt obligations will be converted to equity. Viaplay Group's share capital will increase by not more than SEK 30,000,000.00 through the Debt-to-Equity Issue.

### **Other resolutions**

The EGM resolved, in accordance with the Board of Directors' proposals, on a reduction of the share capital by SEK 153,497,153.36, and on amendments of the limitations with respect to the share capital, the total number of shares and the total number of class B shares in § 4 and § 5, first paragraph of Viaplay Group's articles of association, in order to enable the share issues resolved on by the EGM.

The EGM also resolved, in accordance with the Board of Directors' proposal, on an amendment of § 5, tenth and eleventh paragraph of Viaplay Group's articles of association in order to allow holders of class A shares to request reclassification of their

class A shares to class B shares at any time during the year (instead of only during January and July each year as the articles of association currently prescribe).

Finally, the EGM resolved, in accordance with the Board of Directors' proposal, on an approval for Viaplay Group's wholly owned subsidiary, Viaplay Studios AB, to dispose of all 10,000 shares in Paprika Holding AB, including its direct and indirect subsidiaries in Central and Eastern Europe ("**Paprika Group**"), to Poblano Kft. The total purchase price under the share purchase agreement relating to the sale of all shares in Paprika Holding AB amounts to approximately SEK 61.9 million on a cash and debt-free basis. The purchase price will be paid in cash on closing and there will be an adjustment for any excess cash/debt at the closing date.

The complete documentation related to the resolutions by the EGM can be found on Viaplay Group's website ([www.viaplaygroup.com/general-meetings](http://www.viaplaygroup.com/general-meetings)). The minutes of the EGM will also be made available on Viaplay Group's website ([www.viaplaygroup.com/general-meetings](http://www.viaplaygroup.com/general-meetings)) not later than two weeks following the EGM.

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## NOTES TO EDITORS

*Viaplay Group AB (publ) is the international entertainment provider. Our Viaplay streaming service is available direct-to-consumer in every Nordic and Baltic country, Poland, the Netherlands, the UK, the US and Canada. Every day, millions of customers enjoy our unique entertainment offering, including acclaimed Viaplay Series, Films and more, and an unrivalled line-up of premium live sports. In addition, our innovative Viaplay Select branded content concept makes Viaplay's compelling storytelling available to partners around the world. From streaming to TV channels, radio stations and production companies, our purpose is to tell stories, touch lives and expand worlds. Viaplay Group is listed on Nasdaq Stockholm ('VPLAY B').*

*This information was submitted for publication by the contact person below on 10 January 2024 at 11:10 CET.*

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