



Notice to the Annual General Meeting

The shareholders of Viaplay Group AB (publ) ("Viaplay Group"), reg. no. 559124-6847, are hereby given notice of the Annual General Meeting to be held on Tuesday 14 May 2024 at 10:00 CEST at Viaplay Group's Head Office, Ringvägen 52, 118 67 Stockholm, Sweden. Registration for the Annual General Meeting will commence at 09:30 CEST on the same date. Shareholders may also exercise their voting rights at the Annual General Meeting by postal voting in accordance with the provisions of Viaplay Group's Articles of Association.

NOTICE ETC.

Shareholders who wish to exercise their voting rights at the Annual General Meeting shall:

- be registered in the share register kept by Euroclear Sweden AB on Friday 3 May 2024 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed no later than on Tuesday 7 May 2024; and
- give notice of participation no later than Tuesday 7 May 2024 in accordance with the instructions below.

PARTICIPATION BY ATTENDING THE MEETING VENUE

Shareholders who wish to exercise their voting rights by attending the meeting venue in person or by proxy must give notice of participation no later than Tuesday 7 May 2024, on Euroclear Sweden AB's website at <https://anmalan.vpc.se/euroclearproxy>, by telephone +46 (0)8 402 58 78, or by post to Viaplay Group, "AGM 2024", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders shall in their notice to participate state their name, personal identification number or company registration number, address, telephone number and advisors, if applicable. Shareholders represented by a proxy or a representative should send documents of authorisation to the address above well in advance of the Annual General Meeting. A template proxy form is available on Viaplay Group's website at <https://www.viaplaygroup.com/general-meetings>.

PARTICIPATION BY POSTAL VOTING

Shareholders who wish to exercise their voting rights through postal voting in advance must give notice of participation by casting their postal vote so that the postal vote is received by Euroclear Sweden AB (administering the forms on behalf of Viaplay Group) no later than Tuesday 7 May 2024. A designated form available on Viaplay Group's website at <https://www.viaplaygroup.com/general-meetings> shall be used for postal voting. Additional instructions and conditions are provided in the postal voting form. The completed and signed form must be received by Euroclear Sweden AB (administering the forms on behalf of Viaplay Group) no later than Tuesday 7 May 2024. The completed form shall be sent electronically, either by signature with BankID in accordance with the instructions at <https://anmalan.vpc.se/euroclearproxy> or by sending the completed and signed form by e-mail to generalmeetingservice@euroclear.com. The completed and signed form can also be sent by post to Viaplay Group AB (publ), c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. If a shareholder submit a postal vote in advance by proxy, a power of attorney shall be enclosed with the form. A proxy form is available on Viaplay Group's website at <https://www.viaplaygroup.com/general-meetings>. If the shareholder is a legal entity, a certificate of registration or other authorisation document shall be attached to the form.

Anyone who wishes to attend the meeting venue in person or by proxy must notify this in accordance with the instructions given under the heading "*Participation by attending the meeting venue*" above. This means that only a notice of participation by postal voting is not sufficient for those who wish to attend the meeting venue.

PROPOSED AGENDA

1. Opening of the Annual General Meeting.
2. Election of Chair of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements.
8. Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet.
9. Resolution on the treatment of the company's earnings as stated in the adopted Balance Sheet.
10. Resolution on the discharge of liability of the Board members and the Chief Executive Officer for the financial year of 2023:
 - (a) Pernille Erenbjerg, Board member and Chair of the Board (until 13 July 2023);
 - (b) Simon Duffy, Board member (full year) and Chair of the Board (from 13 July 2023);
 - (c) Natalie Tydeman, Board member;
 - (d) Anders Borg, Board member;
 - (e) Kristina Schauman, Board member;
 - (f) Andrew House, Board member;
 - (g) Anders Jensen, Chief Executive Officer (until 5 June 2023); and
 - (h) Jørgen Madsen Lindemann, Chief Executive Officer (from 5 June 2023).
11. Determination of the number of members of the Board.
12. Determination of the remuneration to the members of the Board and the Auditor.
13. Election of Board members:
 - (a) Simon Duffy (re-election, proposed by the Nomination Committee)
 - (b) Maxime Saada (new election, proposed by the Nomination Committee)
 - (c) Jacques Du Puy (new election, proposed by the Nomination Committee)
 - (d) Didier Stoessel (new election, proposed by the Nomination Committee)
 - (e) Annica Witschard (new election, proposed by the Nomination Committee)
 - (f) Andrea Gisle Joosen (new election, proposed by the Nomination Committee)
 - (g) Katarina Bonde (new election, proposed by the Nomination Committee)
 - (h) Anna Bäck (new election, proposed by the Nomination Committee)
 - (i) Erik Forsberg (new election, proposed by the Nomination Committee)
14. Election of the Chair of the Board.
15. Determination of the number of Auditors and election of Auditor.
16. Resolution on Nomination Committee.
17. Resolution on the adoption of the Remuneration Report.
18. Resolution regarding guidelines for remuneration to senior executives.
19. Closing of the Annual General Meeting.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

Election of Chair of the Annual General Meeting (item 2)

The Nomination Committee proposes that Fredrik Palm, member of the Swedish Bar Association, is elected as Chair of the Annual General Meeting.

Determination of the number of members of the Board as well as election of Board members and the Chair of the Board (items 11, 13 (a)-(i) and 14)

The Nomination Committee proposes that the Board shall consist of nine members.

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, Simon Duffy shall be re-elected as member of the Board and the following candidates shall be elected as new members of the Board:

Maxime Saada, Jacques Du Puy, Didier Stoessel, Annica Witschard, Andrea Gisle Joosen, Katarina Bonde, Anna Bäck, Erik Forsberg.

The Nomination Committee proposes that Simon Duffy is elected as Chair of the Board.

Determination of the remuneration to the members of the Board and the Auditor (item 12)

The Nomination Committee proposes unchanged remuneration per member level for the period until the end of the next Annual General Meeting in accordance with the following:

- SEK 1,570,000 to the Chair of the Board;
- SEK 540,000 to each of the other members of the Board;
- SEK 275,000 to the Chair of the Audit Committee and SEK 140,000 to each of the other members of the Audit Committee; and
- SEK 165,000 to the Chair of the Remuneration Committee and SEK 65,000 to each of the other members of the Remuneration Committee.

The Nomination Committee proposes that remuneration to the Auditor shall be paid in accordance with approved invoices.

Determination of the number of Auditors and election of Auditor (item 15)

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes that the company shall have one registered accounting firm as Auditor, and that the registered accounting firm KPMG AB shall be re-elected as Auditor until the end of the next Annual General Meeting. KPMG AB has informed Viaplay Group that the authorised public accountant Tomas Gerhardsson will continue as auditor-in-charge if KPMG AB is re-elected as Auditor.

Resolution on Nomination Committee (item 16)

The Nomination Committee proposes that the Annual General Meeting resolves to adopt the following procedure for the Nomination Committee to be applied until the next Annual General Meeting.

Procedure of the Nomination Committee

The work of preparing proposals to Viaplay Group AB's (publ) Annual General Meeting regarding the Board and auditor, in the case that an auditor should be elected, and their remuneration, Chair of the Annual General Meeting and the procedure for the Nomination Committee shall be performed by a Nomination Committee. This procedure shall apply until the next Annual General Meeting.

The Nomination Committee will be formed during September in consultation with the largest shareholders of the company as of the last business day in August. The Nomination Committee shall consist of at least three members. The three largest shareholders will be asked to appoint one member each, and if any of these shareholders decline to appoint a member, their right to appoint a member is transferred to the next largest qualified shareholder until the earlier of (i) at least three members of the Nomination Committee have been appointed, or (ii) a total of ten shareholders have been approached. The Chair of the Board will also be a co-opted member of the Nomination Committee and will act as its convenor. The members of the Nomination Committee will appoint the Committee's Chair at their first meeting.

The name of the members in the Nomination Committee and the shareholders they represent shall normally be made public on the company's website at the latest six months prior to the Annual General Meeting.

The Nomination Committee is appointed for a term of office commencing at the time of its formation and ending when a new Committee is formed. If a member resigns during the Committee term, the Committee may choose to appoint a new member. The shareholder that appointed the resigning member shall in such case be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines participation on the Nomination Committee, the Committee may choose to ask the next largest qualified shareholder to participate (the Chair shall however continue to contact the shareholders that are next in line if required to form a Nomination Committee composed of three members, including the Chair of the Board). In the event of changes to the ownership structure of the company, the Committee may choose to amend its composition in order to ensure that the Committee appropriately reflects the ownership of the company. However, unless there are special circumstances, the composition of the Nomination Committee may remain unchanged following changes in the ownership structure of the company that are either minor or occur less than three months prior to the Annual General Meeting.

The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the company, and to charge the company with costs for recruitment consultants and related travel if deemed necessary.

RESOLUTIONS PROPOSED BY THE BOARD

Preparation and approval of the voting list (item 3)

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of Viaplay Group, based on the Annual General Meeting share register, shareholders having given notice of participation and being present at the meeting venue, and received postal votes.

Resolution on the treatment of the company's earnings as stated in the adopted Balance Sheet (item 9)

As previously communicated, the Board has decided not to propose any dividend for the fiscal year 2023. Viaplay Group's unappropriated earnings, in total SEK 6,638 million, are therefore proposed to be carried forward.

Resolution regarding guidelines for remuneration to senior executives (item 18)

The Board has prepared guidelines for remuneration to senior executives, which are proposed to be approved by the Annual General Meeting.

The guidelines are available on Viaplay Group's website, <https://www.viaplaygroup.com/general-meetings>.

MISCELLANEOUS

Authorisation

The Board, or such person that the Board may appoint, shall be authorised to make the minor adjustments in the resolutions adopted by the Annual General Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Number of shares and votes

There are a total number of 4,579,122,244 registered shares in the company, of which 531,536 class A shares, 4,577,701,208 class B shares and 889,500 class C shares. The total number of votes in Viaplay Group is 4,583,906,068 based on the number of registered shares. As of the date of the disclosure of this notice, 6,782 class B shares and 889,500 class C shares are held in treasury by Viaplay Group.

Shareholders' right to request information

At the request of any shareholder, the Board and the Chief Executive Officer shall at the Annual General Meeting provide information on any circumstances that (i) may affect the assessment of a matter on the agenda, (ii) may affect the assessment of the company's or a subsidiary's financial situation or (iii) concerns the company's relation to another group company, provided that the Board believes it would not be of significant detriment to the company.

Documentation

The Nomination Committee's motivated statement explaining its proposals regarding the Board and information on the proposed members of the Board will be made available from and including today on Viaplay Group's website, <https://www.viaplaygroup.com/general-meetings>.

The Annual Report 2023, the Auditor's Report, the consolidated financial statements and the consolidated Auditor's Report, the Auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding whether the guidelines for remuneration to senior executives adopted by the Annual General Meeting have been complied with, and the Remuneration Report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act are available on Viaplay Group's website, <https://www.viaplaygroup.com/general-meetings>, and at Viaplay Group's premises at Ringvägen 52 in Stockholm, Sweden, no later than three weeks prior to the Annual General Meeting. The documents will also be sent to those shareholders who so request and state their postal or e-mail address. The documentation can be ordered by telephone at +46 (0)8-402 58 78 or by post at the address Viaplay Group AB (publ), c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

Processing of personal data

For information on how your personal data is processed in connection with the Annual General Meeting, please visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> and <https://www.viaplaygroup.com/general-meetings>. If you have any questions regarding Viaplay Group's data handling processes or wish to exercise your rights, please contact us at dpo@viaplaygroup.com.

THE BOARD

VIAPLAY GROUP AB (PUBL)

NOTES TO EDITORS

Viaplay Group AB (publ) is the Nordic region's leading entertainment provider. Our Viaplay streaming service is available in every Nordic country, as well as in the Netherlands and Poland, and our Viaplay Select branded content concept has been added to partner platforms around the world. We also operate TV channels across most of our markets, as well as radio stations in Norway and Sweden. Our talented people come to work every day with a shared passion and clear mission to entertain millions of people with our unique offering of locally relevant storytelling, which spans premium live sports, films, series and music. Our purpose is to grow our business profitably and responsibly, and deliver sustainable value for all our stakeholders. Viaplay Group is listed on Nasdaq Stockholm ('VPLAY B').

This information was submitted for publication, through the agency of the contact persons set out below, at 14:30 CET on 12 April 2024.

Contact us:

press@viaplaygroup.com (or: +46 73 699 1700)

investors@viaplaygroup.com (or: +44 7768 440 414)

Download high-resolution photos: [Flickr](#)

Follow us:

viaplaygroup.com / [LinkedIn](#) / [Twitter](#) / [Instagram](#) / [Facebook](#)

Data protection:

To read more about Viaplay Group and data protection, [click here](#)