

## **Notice to attend the Annual General Meeting of Global Gaming 555 AB (publ)**

**The shareholders of Global Gaming 555 AB (publ), reg.no. 556721-0520 are hereby invited to participate in the Annual General Meeting to be held on Friday 8 May, 2020 at Konferenshuset, Drottninggatan 55, in Stockholm.**

Due to the corona virus and in order to minimize the number of participants and the risk of infection, shareholders, especially the elderly or other risk groups, are urged not to attend the Annual General Meeting in person, but instead use the opportunity to vote via proxy. A proxy form for representatives is kept available on the Company's website ([www.globalgaming.com](http://www.globalgaming.com)) and will be sent to shareholders who contact the Company and state their address.

In order to minimize the risk of potential spread of infection, the Annual General Meeting will be conducted in the simplest conceivable form. Participants from the Board of Directors and Company management, as well as planned speeches, will be limited and no snacks or refreshments will be offered, which would otherwise be customary.

The Company follows the events development and the recommendations of the Public Health Agency closely and will, if necessary, update the precautionary measures described above before the Annual General Meeting. Those who intend to attend the Annual General Meeting are invited to keep up to date via the Company's website ([www.globalgaming.com](http://www.globalgaming.com)), for information on possible further measures.

### **Right to attend and notice of intent to participate**

Shareholders who wish to participate in the General Meeting must

- be recorded in the share register kept by Euroclear Sweden AB on Saturday, 2 May 2020 (note that the record day is a Saturday and that Friday, 1 May is a public day, which means that shareholders must be recorded in the share register by Thursday, 30 April 2020); and
- give notice of intent to participate to the Company not later than on Monday, 4 May 2020 in writing Global Gaming 555 AB, Att: Markus Palm, Hanögatan 9, 211 24 Malmö. Notice can also be made by phone +46 8-551 154 30 or by e-mail to [bolagsstamma@globalgaming.com](mailto:bolagsstamma@globalgaming.com). When giving notice, please state name, personal identification number or corporate registration number, address, telephone number, ownership of shares and, if applicable, the number of attending counsels (no more than two).

### **Nominee registered shares**

Shareholders with nominee registered shares held via a bank or other nominee must request the nominee to temporarily register the shares in their own name into the shareholders' register kept by Euroclear Sweden AB as per Thursday, 30 April 2020, in order to be entitled to participate in the General Meeting. The shareholder should inform the nominee to that effect well in advance of that date.

### **Proxy etc.**

Shareholders represented by proxy shall issue a written, by the shareholder signed and dated, power of attorney for the representative. The power of attorney may not be older than one year unless a longer term of validity is stated in the power of attorney (but not more than five years). If the power of attorney is issued by a legal person, a certified copy of a valid certificate of registration or, if no such certificate exists, a corresponding document of authority for the legal person shall be attached. To facilitate the registration on the day of the general meeting, a copy of the power of attorney and supportive documentation is encouraged to be attached with the notice of intent to participate. A proxy form is available on the Company's website ([www.globalgaming.com](http://www.globalgaming.com)) and is sent by mail to shareholders who contact the Company and state their address.

### **The number of shares and votes**

The number of outstanding shares and votes in the Company at the time of this notice amounts to 40,877,500. The Company does not hold any own shares.

### **Proposed agenda**

1. Opening of the General Meeting
2. Election of Chairman of the General Meeting
3. Establishment and approval of the voting list
4. Election of one or two persons to certify the minutes together with the Chairman of the General Meeting

5. Resolution as to whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and auditors' report along with the consolidated financial statement and group audit report
8. Resolution on
  - a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet
  - b) dispositions of the Company's results pursuant to the adopted balance sheet
  - c) discharge from liability of the members of the Board and the CEO
9. Determination of remuneration for the members of the Board and the auditor
10. Election of members of the Board and auditor
11. Resolution on principles for appointing a Nomination Committee and instruction for the Nomination Committee
12. Resolution on guidelines for remuneration to senior executives
13. Resolution on adoption of new Articles of Association
14. Resolution on authorization for the Board to resolve on issuances
15. Resolution on directed issuance of warrants
16. Closing of the General Meeting

Resolutions proposed:

**Resolution on dispositions of the Company's results pursuant to the adopted balance sheet (item 8b)**

The Board of Directors proposes to the Annual General Meeting to dispose of the Company's results in accordance with the Board's proposal in the annual report and to pay SEK 0,40 per share in dividend to the shareholders, a total of SEK 16,351,000. It is proposed that the record date for the right to receive dividend shall be Tuesday, 12 May 2020. Payment of dividend through Euroclear Sweden AB is expected to be made on Friday, 15 May 2020.

**Determination of remuneration for the members of the Board and the auditor (item 9)**

The Nomination Committee, which for the Annual General Meeting 2020, consists of William Hatle (appointed by Alinea Capital AS), Mika Leppänen (representing own holding) and Peter Eidensjö (Chairman of the Board), proposes that, for the period until the end of the next Annual General Meeting, a total Board fee of SEK 800,000 (1,100,000) shall be paid. The fee is proposed to be distributed with SEK 350,000 (350,000) to the Chairman of the Board and SEK 125,000 (125,000) to each of the other members of the Board. No fee shall be paid to Board member that is also employed by the Company. In addition, a fee of SEK 75,000 (75,000) for the Chairman of the Remuneration Committee shall be paid. The Nomination Committee also proposes that, in special cases, Board members should be able to be remunerated for services within their respective areas of expertise, which do not constitute Board work, for which services shall be paid a market-based fee approved by the Board.

The Nomination Committee proposes that fees to the auditor should be paid in accordance with approved invoices.

**Election of members of the Board and auditor (item 10)**

The Nomination Committee proposes that the Annual General Meeting resolves that the number of Board members should be five and that one audit company should be appointed as the Company's auditor.

The Nomination Committee proposes new election of Arne Reinemo as Board member and re-election of the Board members Peter Eidensjö, Tobias Fagerlund, Adriana Hamberg and Mika Leppänen, all until the time of the next Annual General Meeting. Board member Pasi Nousiainen has declined re-election. Furthermore, it is proposed that Peter Eidensjö shall be appointed Chairman of the Board.

The Nomination Committee's reasoned opinion regarding its proposal to the Board and information on the proposed Board members will be presented on the Company's website no later than three weeks before the AGM.

The Nomination Committee proposes that the audit firm BDO Mälardalen AB, with Carl-Johan Kjellman as principal auditor, is re-elected as the Company's auditor until the end of the Annual General Meeting held in 2021.

**Resolution on principles for appointing a Nomination Committee and instruction for the Nomination Committee (item 11)**

The Nomination Committee proposes that the Annual General Meeting decide that the following principles and instructions shall apply to the appointment of the Nomination Committee before the Annual General Meeting 2021.

The Nomination Committee shall consist of representatives of up to three major shareholders, or known shareholder groups, and the Chairman of the Board.

The Chairman of the Board is instructed to contact the three largest registered shareholders, or known shareholder groups, by 30 September 2020 and ask them to appoint one member each to the Nomination Committee. If any of these shareholders do not wish to appoint a member, additional shareholders, or known shareholder groups, are asked on the order of appointing a representative to the Nomination Committee. Unless otherwise agreed by the members, an owner representative shall be appointed Chairman of the Nomination Committee. The Chairman shall have a casting vote. The composition of the Nomination Committee shall be published no later than six months before the Annual General Meeting 2021. The term of office of the nominated Nomination Committee shall run until a new Nomination Committee takes office. If a significant change occurs in the ownership structure after the election of the Nomination Committee, the composition of the Nomination Committee shall be changed in accordance with the principles above. The Nomination Committee shall prepare and submit proposals to the Annual General Meeting to the Chairman of the Annual General Meeting, election of the Chairman and other members of the Company's Board of Directors, remuneration for the Board of Directors divided between the Chairman and other members of the Board and the principles for any remuneration for committee work, election and remuneration of the auditor and deputy auditor (in the case of deputy auditors) and decisions on principles for the appointment of a new nomination committee. The Nomination Committee shall be entitled to charge the Company with costs for, for example, recruitment consultants and other costs required for the nomination committee to be able to fulfill its assignment. Remuneration shall not be paid for the work of the Nomination Committee.

**Resolution on guidelines for remuneration to senior executives (item 12)**

The Board of Directors proposes that the Annual General Meeting approves the Board's proposal regarding principles for remuneration and other terms of employment for senior executives as follows. Senior executives refer to Group management as well as operational management.

The remuneration must be market-based and competitive in order to enable the Company to attract and retain competent individuals in the roles of senior executives. The remuneration shall consist of a fixed salary, variable remuneration, pension and other benefits, where applicable.

*A. Fixed basic salary*

Fixed basic salary for senior executives is reviewed annually. The distribution between basic salary and, where applicable, variable remuneration shall be proportionate to the responsibilities and powers of the respective executives.

*B. Variable remuneration*

Variable remuneration can be paid provided that certain financial and operational targets set by the Board have been met. The variable remuneration varies depending on the extent to which the goals have been met or exceeded. For the 2020 financial year, the maximum cost of variable remuneration to the Group's senior executives can total up to a maximum of SEK 4.5 million, including social security contributions.

*C. Pension*

The ordinary retirement age should be 65 years. Pension terms shall be market-based and is based on defined contribution pension solutions.

*Severance pay etc.*

The notice period should normally be three to twelve months if the notice is given on the initiative of the Company, and three to six months if the notice is given at the initiative of the manager. In the event of termination by the Company, severance pay shall be payable with an amount corresponding to a maximum of twelve monthly salaries.

The Board of Directors is entitled to deviate from the guidelines if there are deemed to be special reasons for this in individual cases.

### **Resolution on adoption of new Articles of Association (item 13)**

The Board of Directors proposes that the Annual General Meeting resolves to adopt new Articles of Association in accordance with the following. The reason for the Board's proposal is to enable future General Meetings to be held at the Company's head office in Malmö and in connection with this change implement editorial changes in the Articles of Association due to updated legislation.

## **Articles of Association for Global Gaming 555 AB Reg. No. 556721-0520**

### **§ 1 Company name**

The Company's name is Global Gaming 555 AB. The Company is a public company (publ).

### **§ 2 Registered office**

The Board of the Company shall have its registered office in Stockholm. Annual Meeting can also be held in Solna, Sigtuna or Malmö.

### **§ 3 The object of the Company's business**

The object of the Company's business is management, consultancy in IT, production and sales (licensing) of software and, through subsidiaries, games on the Internet and related activities.

### **§ 4 Share capital**

The share capital amounts to a minimum of SEK 40,000,000 and a maximum of SEK 160,000,000.

### **§ 5 Number of shares**

The number of shares shall be not less than 40,000,000 and not more than 160,000,000.

### **§ 6 Board of Directors**

The Board shall consist of a minimum of four and a maximum of six Board members with a maximum of two Deputy Board members.

### **§ 7 Auditors**

The Company shall have one or two auditors with or without deputy auditors.

### **§ 8 Financial year**

The Company's financial year shall include the period from 1 January – 31 December.

### **§ 9 Notice**

Notice of the Annual General Meeting shall be made through announcement in the Official Swedish Gazette and by making the notice available on the Company's website. At the same time as notice is given, the Company shall, through advertising in Svenska Dagbladet, announce that notice has been given.

### **§ 10 Attendance at the Annual General Meeting**

Shareholders, who wish to participate in the negotiations at the Annual General Meeting, must notify the Company not later than the date stated in the notice of the Annual General Meeting. The latter day must not be Sunday, other public holiday, Saturday, midsummer evening, Christmas Eve or New Year's Eve and must not fall earlier than the fifth working day before the meeting.

### **§ 11 Annual General Meeting**

The Annual General Meeting is held annually within six months after the end of the financial year.

The following matters must be discussed at the Annual General Meeting.

1. Election of Chairman of the General Meeting
2. Establishment and approval of the voting list
3. Approval of the agenda

4. Where applicable, Election of one or two persons to certify the minutes together with the Chairman of the General Meeting
5. Resolution as to whether the meeting has been duly convened
6. Presentation of the annual report and auditors' report along with the consolidated financial statement and group audit report
7. Resolution on
  - a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet
  - b) dispositions of the Company's results pursuant to the adopted balance sheet
  - c) discharge from liability of the members of the Board and the CEO
8. Determination of remuneration for the members of the Board and the auditor
9. Election of members of the Board and auditor companies or auditors
10. Any other business which, in accordance with the Companies' Act or the Company's Articles of Association, requires consideration by the Annual General Meeting

## **§ 12 Central Securities Depository**

The Company's shares shall be registered in a CSD (Central Securities Depository) register under the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

Resolution in accordance with this item presupposes for its validity that it is assisted by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

The Board or the person appointed by the Board shall have the right to make the minor adjustments to the above decisions which may prove necessary in connection with the registration of decisions or due to formal requirements.

### **Resolution on authorization for the Board to resolve on issuances (item 14)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide, for one or more occasions and with or without preferential rights for the shareholders, on the issue of shares, warrants or convertibles. Such an issuance decision must be made with a provision that payment must be made in cash and/or through contribution in kind and/or through set-off and/or be with other terms. The authorization of the Board of Directors shall be limited to issuance decisions, which will dilute the Company's share capital by a maximum of 10 percent based on the number of shares at the time of this decision.

The purpose of the authorization and the reason for the possibility to deviate from the shareholders' preferential right is to enable the acquisition of capital for expansion, acquisitions and the Company's operations.

The issue price shall be determined in accordance with prevailing market conditions.

The Board of Directors or the person appointed by the Board shall have the right to make the minor adjustments to the above decisions which may prove necessary in connection with the registration of the decision or due to formal requirements.

This decision on issue authorization to the Board is valid if it has been assisted by shareholders with at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

### **Resolution on directed issuance of warrants (item 15)**

Board members Peter Eidensjö, Adriana Hamberg, Mika Leppänen and Pasi Nousiainen (the "Board Members") finds it important and in the interests of all shareholders that CEO, senior executives and key persons in the Group are offered long-term ownership commitment. The Board Members therefore proposes that the Annual General Meeting decide on a long-term incentive program for CEO, senior executives and key persons, including the issue of warrants, mainly in accordance with the following.

#### **A. Issue of warrants 2020/2023**

The Board Members proposes that the Annual General Meeting resolves, with deviation from the shareholders' preferential rights, to issue a maximum of 1,500,000 warrants, with the accompanying right to subscribe for 1,500,000 shares in the Company, entailing an increase in the share capital upon full exercise by a maximum SEK 1,500,000. The following terms shall apply to the issuance:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be given to the wholly owned subsidiary Gaming 555 Incentive AB, org.nr 559113-4811 (the "Subsidiary") with the right and obligation to transfer the warrants to CEO, senior executives and key persons within the Group (the "Participants") as per below. The resolution on the transfer of the warrants shall also be approved by a general meeting of the Subsidiary.
2. Oversubscription may not take place.
3. The reason for the deviation from the shareholders' preferential right is to introduce an incentive program whereby employees through their own investment should take part in and work for a positive value development of the share in the Company during the period covered by the proposed incentive program, and that the Company should be able to retain and recruit competent and committed staff.
4. The warrants shall be issued without any consideration.
5. Subscription of the warrants shall take place not later than 11 May 2020.
6. The board of directors has the right to extend the subscription period.
7. The holder of the warrants has the right to subscribe for one (1) new share in the Company from 1 August 2023 to 30 September 2023.
8. The subscription price per share shall correspond to 200 percent of the volume-weighted average price on Nasdaq First North Growth Market during the period of five trading days closest to the record date for the dividend resolved at the 2020 Annual General Meeting. The record date is proposed on 12 May 2020, which means that the said period of five trading days closest to the record date will be from 13 May 2020 to 19 May 2020. The subscription price shall be rounded to the nearest ten cents, with five cents to be rounded upwards.
9. The shares subscribed for by exercise of the warrants shall carry entitlement to participate in dividends for the first time on the next record date for dividends which occurs after subscription is effected.
10. Initially each Participant is offered to acquire as many of the total number of warrants as shown in the tables below. In the event that one or more Participants do not acquire their entire number of offered warrants, the Subsidiary has the opportunity to offer other Participants to acquire remaining subscription options. Such right shall primarily be granted to Participants of Category A, secondly Participants of Category B1, thirdly Participants of Category B2, and fourthly Participants of Category C.
11. Warrants held by the Subsidiary that are not transferred as per below or that are repurchased from Participants shall be cancelled after a decision by the Company's board of directors. Cancellation shall be reported to the Swedish Companies Registration Office for registration.
12. Complete terms for the warrants will be published on the Company's website no later than three weeks prior to the Annual General Meeting.

**B. Approval of transfers of warrants to Board member and CEO**

Board members Peter Eidensjö, Adriana Hamberg, Mika Leppänen and Pasi Nousiainen propose that the Annual General Meeting approves the Subsidiary's transfer of warrants on the following terms.

The right to acquire warrants from the Subsidiary shall be given to Board Member and CEO Tobias Fagerlund in accordance with the below.

Category	Number of participants	Maximum number of warrants offered
CEO ("Category A")	1	300 000

- The warrants shall be transferred on market terms at a price (premium) determined on the basis of an estimated market value for the warrants using the Black & Scholes valuation model calculated by an independent valuation institution. The warrants are otherwise subject to market conditions including a right for the Company and the Subsidiary to repurchase the warrants in certain cases.
- Application to acquire warrants shall be made by 25 May 2020 at the latest. However, the Company's Board of Directors shall have the right to extend the application period for acquisitions.
- Transfers require that the acquisition of warrants can be lawfully made and that this can be done with what the board of directors deems to be a reasonable administrative and economic effort.

**C. Approval of transfers of warrants to senior executives and key persons**

Board members Peter Eidensjö, Adriana Hamberg, Mika Leppänen and Pasi Nousiainen propose that the Annual General Meeting approves the Subsidiary's transfer of warrants on the following terms.

The right to acquire warrants from the Subsidiary shall be given to a maximum of 28 senior executives and key persons in accordance with the below.

Category	Number of participants	Maximum number of warrants offered per participant
Senior executives ("Category B1")	Maximum 5	150 000
Senior executives ("Category B2")	Maximum 3	70 000
Other key persons ("Category C")	Maximum 20	20 000

- The total number of warrants that can be offered to the Participants shall be a maximum of 1,500,000 options, ie. All participants in categories A - C above cannot be awarded the maximum number of warrants offered per person.
- The warrants shall be transferred on market terms at a price (premium) determined on the basis of an estimated market value for the warrants using the Black & Scholes valuation model calculated by an independent valuation institution. The warrants are otherwise subject to market conditions including a right for the Company and the Subsidiary to repurchase the warrants in certain cases.
- Application to acquire warrants shall be made by 25 May 2020 at the latest. However, the Company's Board of Directors shall have the right to extend the application period for acquisitions.
- Transfers require that the acquisition of warrants can be lawfully made and that this can be done with what the board of directors deems to be a reasonable administrative and economic effort.

The resolutions of the Annual General Meeting pursuant to items 15A, 15B and 15C must be taken as a decision and are thus conditional on each other. For a resolution in accordance with the proposal, the resolution is required to be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

The Board of Directors, or the person appointed by the Board, is proposed to be authorized to make the minor changes to the decision that may prove necessary in connection with the registration of the decision or because of formal requirements.

The Annual General Meeting is informed that the Board is considering encouraging participation in the incentive program by issuing a cash loyalty payment that is paid no later than 1 October 2023. The remuneration will only be paid provided that the participant is still employed within the Group and that certain other conditions are met. However, in some cases, the loyalty allowance may also be paid to participants who have left their employment, e.g. in the event of termination due to redundancy. The cash net compensation can amount to a maximum of 100 percent of the price paid for the warrants.

#### **Processing of personal data**

Personal information collected from the share register kept by Euroclear Sweden AB, notification of participation at the general meeting and information about deputies, representatives and assistants will be used for registration, preparation of voting list for the general meeting and, where applicable, minutes of the meeting.

#### **Other**

The annual report and the auditor's report for the Company and the group, as well as complete proposals for resolutions and proxy forms, will be made available at the Company's offices, Hanögatan 9, 211 24 Malmö and on the Company's website ([www.globalgaming.com](http://www.globalgaming.com)) at least three weeks before the Annual General Meeting and sent to the shareholders who requests it and states their address.

Shareholders present at the Annual General Meeting are entitled to request information in accordance with Chapter 7. Section 32 of the Companies Act (2005: 551).

*N.B. English translation for convenience only*

**Global Gaming 555 AB (publ)**  
THE BOARD OF DIRECTORS