



G5 ENTERTAINMENT AB

Item 11 – Board’s proposal to authorize the Board to resolve on acquisition of own class C shares

The Board proposes that the general meeting resolves to authorize the Board, during the period until the next annual general meeting, on one or more occasions, to acquire its own class C shares. The acquisitions may only be effected through a public offer directed to all holders of class C shares and shall comprise all outstanding class C shares. The number of shares acquired may not result in the Company holding at any time more than 10 per cent of the total number of shares in the Company. The acquisitions shall be conducted at a purchase price corresponding to the quotient value of the share. Payment for the class C shares shall be made in cash.

According to the annual report for the financial year 2017, the Company’s unrestricted equity (share premium reserve, profit carried forward and net result for the year) amounted to SEK 143,369,000. Following approval of the balance sheet, the Annual General Meeting resolved on a distribution of dividend amounting to SEK 22,224,000 to the shareholders, after which SEK 121,145,000 of the amount available pursuant to Chapter 17, Section 3 paragraph 1 of the Swedish Companies Act, remains.

The purpose of the authorization to acquire own class C shares is to ensure that the Company’s is able to fulfil its obligations under the proposed incentive program LTIP 2018 (items 7-8 at the Extraordinary General Meeting).

The Board’s statement pursuant Chapter 19 Section 22 of the Swedish Companies Act, along with the Board’s report and the auditor’s statement pursuant Chapter 19 Section 24 of the Swedish Companies Act are attached.

The Board’s proposal under this item 11 is conditional upon that the Extraordinary General Meeting formerly has approved the Board’s proposal under items 7-10 and subsequently approves the Board’s proposals under item 12.

Majority requirement

A valid resolution in respect of the Board’s proposal at the general meeting requires that shareholders at the general meeting representing both at least two thirds (2/3) of the number of votes cast and the number of shares represented voting for the proposal.

Stockholm in October 2018

G5 Entertainment AB (publ)

Board of Directors