



G5 ENTERTAINMENT AB

N.B. The English text is an unofficial translation and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Notice to Attend the Annual General Meeting of G5 Entertainment AB (publ.)

The shareholders of G5 Entertainment AB (publ.), reg. no 556680-8878, (the "Company") are hereby summoned to attend at the Annual General Meeting held at 4.30 pm (CET) on Tuesday, 20 May 2014, at Hotell Kung Carl, Birger Jarlsgatan 21, Stockholm, Sweden.

The entire notice is available at the Company's website (<http://g5e.se/corporate>) and at Aktietorget's website (<http://aktietorget.se>)

Notification

Shareholders who wish to participate at the annual general meeting must:

- - be recorded in the share register maintained by Euroclear Sweden AB on Wednesday, 14 May 2014;
- - no later than 4 pm (CET) Monday, 19 May 2014, have given notice of their participation and potential assistants to G5 Entertainment AB, Riddargatan 18, 114 51 Stockholm, by facsimile +46 8 545 075 49 or by e-mail 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 or assistant.

Shareholders whose shares are nominee-registered must, in order to have the right to attend the annual general meeting, request to be temporarily registered in the share register kept by Euroclear Sweden AB. The shareholder must instruct their nominee thereof in ample time prior to Wednesday, 14 May 2014, by which date such registration must be executed.

Shareholders represented by proxy shall issue a written and dated power of attorney signed by the shareholder. A power of attorney issued by a legal entity shall have a registration certificate attached, or if such certificate do not exist, equivalent documents. A power of attorney form for shareholders who wish to participate by proxy are available on the Company's website (<http://g5e.se/corporate>). The power of attorney shall be presented in original at the annual shareholders meeting.

Personal data obtained from the share register kept by Euroclear Sweden AB, the notification of participation at the annual general meeting, and information regarding representatives, proxies and assistants will be used for registration, preparation of the voting register for the annual general meeting and, when applicable, for the minutes from the annual general meeting.

Agenda

1. Opening of the annual general meeting
2. Preparation and approval of the voting register
3. Election of chairman of the general meeting
4. Presentation and approval of the agenda
5. Election of two persons to together with the chairman to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation by the CEO
8. Presentation of the annual report and auditor's report, as well as consolidated financial statements and auditor's report for the group.
9. Resolution regarding:
 1. Adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet;
 2. Treatment of the Company's profits or losses in accordance with the adopted balance sheet; and
 3. Discharge from liability for the directors and the CEO
10. Determination of the number of directors, as well as the number of auditors and alternate auditors
11. Determination of remuneration for the Board of Directors and auditors
12. Election of the Board of Directors
13. Election of auditors and potential alternate auditors
14. Resolution regarding authorizing the Board of Directors to resolve to issue shares
15. Resolution regarding adoption of new Articles of Association
16. Resolution regarding adoption of guidelines for remuneration to senior executives
17. Resolution regarding incentive plan for the management
18. Resolution regarding additions to the adopted guidelines for appointing the Nomination Committee
19. Closure of the meeting

The Nomination Committee's proposal

The Nomination Committee of G5 Entertainment AB (publ.), consisting of Magnus Uppsäll (Chairman and representative of the shareholder Wide Development Limited), Petter Nylander (Chairman of the Board and representative of the shareholder Proxima Limited), Annika Andersson (representing the shareholder Robur), Jeffrey Rose (Director of the Company and representative of the shareholder Purple Wolf Limited) and Jesper Bonniver (representing the shareholder Länsförsäkringar), together representing approximately 28.8 percent of the voting power of all shares of the Company, proposes the following:

Item 3 - Election of chairman of the meeting

The Nomination Committee proposes that Petter Nylander is appointed Chairman of the Meeting.

Item 10 - The number of directors and auditors

The Nomination Committee proposes that the Board, for the period until the next Annual General Meeting shall consist of five (5) members and no deputies. A registered public accounting firm is to be appointed.

Item 11 - Determination of remuneration to directors and auditors

The Nomination Committee proposes that the remuneration to the Board for the upcoming term, shall amount to SEK 240 000 to the Chairman and SEK 150 000 each to the other members appointed by the General Meeting and who are not employees of the Company. As in the past, remuneration to the auditor shall be paid according to approved invoices. In addition, the Nomination Committee proposes that fees for the upcoming term, in addition to directors' fees, shall be paid to the members of the company's Audit Committee, and that the fee to the chairman of the Audit Committee shall amount to SEK 30 000 and 15 000 each to be paid to the other members of the Audit Committee.

Item 12 - Election of Directors

As Directors the Nomination Committee proposes Jeffrey W. Rose (re-election), Martin Bauer (re-election), Pär Sundberg (re-election), Vladislav Suglobov (CEO) (re-election) and Petter Nylander (re-election). For Chairman the Nomination Committee proposes Petter Nylander (re-election).

Item 13 - Election of auditor

The Nomination Committee proposes the auditing firm Mazars SET Revisionsbyrå to be the Company's auditors.

Item 18 - Resolution regarding additions to the adopted guidelines for appointing the Nomination Committee

At the 2013 Annual General Meeting it was resolved to adopt guidelines for the appointment of the committee. The Nomination Committee proposes that the General Meeting Guidelines for the Nomination Committee is supplemented by certain rules of procedure in accordance with the Nomination Committee's complete proposal, which will be available prior to the meeting and presented at the meeting.

The Board's proposal

Item 9b - Resolution regarding the treatment of the Company's profits or losses in accordance with the adopted balance sheet

The Board of Directors proposes that retained earnings plus profit for the year is carried forward.

Item 14 - Resolution regarding authorizing the board of directors to resolve to issue shares

The board of directors proposes that the Annual General Meeting until the next Annual General Meeting authorizes the Board of Directors, with or without deviation from the shareholders' preferential right, on one or more occasions, to resolve on issuance of a maximum of 880 000 shares, meaning an increase of the share capital of a maximum of SEK 88 000, corresponding to a dilution of about 10 per cent of the share capital and voting right. The purpose of the authorization is to enable acquisitions and fundraisings. It shall be possible to pay by kind, set-off or otherwise be subject to

conditions. Deviation from the shareholders' preferential right shall be allowed to be made in a situation where a directed issue, because of time, business or similar considerations is more beneficial for the Company. The issue price shall at all times be as close to market value as possible with the discount required to achieve full subscription. A valid resolution requires that shareholders at the meeting representing at least 2/3 of the numbers of shares and votes represented votes in favor of the proposal (Chapter 7 of the Companies Act).

Item 15 – Resolution regarding adoption of new Articles of Association

The Board of Director proposes that the Annual General Meeting adopt new Articles of Association which includes the following changes and additions: (a) the ability to appoint deputies is eliminated (§ 7), (b) the notice period of extraordinary general meeting will be extended to at least three weeks (§ 9), and (c) certain clarifications and editorial changes to § 11. A valid resolution requires that shareholders at the meeting representing at least 2/3 of the number of shares represented will vote in favor of the Board's proposal (Chapter 13 of the Companies Act).

Item 16 - Resolution on guidelines for remuneration to senior executives

The Board's proposal for guidelines for remuneration to senior executives includes the following items. Senior executives include the CEO and other members of the executive management team. Compensation levels should be competitive and negotiated annually. The CEO and other senior executives are remunerated partly by a fixed monthly salary and partly through performance bonuses. Bonus shall be calculated quarterly by 10 percent on the portion of operating income that exceeds an operating margin of 10 percent. This 10 percent margin reduction however does not apply when/while there is negative carried bonus balance due to losses in previous periods. The bonus amount will be distributed such that 40 percent shall accrue to the Company's CEO and the remaining 60 percent shall be allocated to the executive management team. A potential operating loss in a quarter reduces the calculation basis for bonus in subsequent quarters. The CEO's and the management's overall bonus for the year may not exceed 60 percent of each person's annual salary. The pension plan is to be in line with normal conditions in the market and the same for senior executives as for other employees. The pension premium shall be defined. Similarly, other benefits for senior executives shall be competitive and in substance the same as for other employees. The employment agreements with senior executives shall contain a notice period of at least 3 months for the employees and a maximum of 12 months from the company. Upon termination by the company a severance pay may at most be equal to the fixed monthly salary for 12 months. The Chairman of the Board negotiates the yearly remuneration of the CEO and concludes agreements after approval from the board. The CEO negotiates compensation to senior executives and concludes agreements after approval by the Board. The Board may, if special reasons for doing so exist, make minor changes on an individual basis from the above guidelines.

Item 17 - Resolution regarding incentive plan for the management

At the extraordinary general meeting held on 31 October 2012 the Company adopted a share-based incentive plan for the period 2013-2014 with an annual allocation (the "Plan").

The Board of Directors' proposal of issuance of warrants and 2014 allocation

In accordance with the general guidelines set out for the Plan at the extraordinary general meeting on 31 October 2013, the board of directors proposes that the 2014 annual general meeting resolves to issue warrants according to the following principal terms (the "2014 Allocation"):

- The maximum number of issued warrants shall be 176 000.

- Management and senior executives shall, with deviation from the shareholders' preferential rights, have the right to subscribe for the warrants. The subscription to the warrants shall be made from and including 4 June 2014 to and including 4 July 2014. Subscription shall be made on a separate subscription list.
- The price for the warrants shall correspond with the warrants market value determined by a generally accepted valuation model (the Black-Scholes model). The measurement period for the calculation of the price with the Black-Scholes model shall be from and including 21 May 2014 to and including 3 June 2014.
- Subscription for shares, by exercising the warrants, shall be made from and including 4 July 2017 to and including 3 October 2017.
- Each warrant shall entitle to subscription for one (1) share in the Company at an issue price of 150 per cent of the volume weighted average quoted closing price (but not less than the quotation value of SEK 0.1) according to Aktietorget's list of rates for the Company's share of the period from and including 21 May 2014 to and including 3 June 2014. Days without quotation shall not be included in the calculation.
- Upon full exercise of the warrants, up to 176 000 shares (subject to any recalculation), equivalent to about two per cent of the total number of outstanding shares and votes, will be issued. If fully subscribed, the Company's share capital will increase with SEK 17 600, resulting in a dilution of two per cent. The calculation is based on the number of shares and votes that may be issued divided by the total number of shares and votes after such issuance.
- The 2014 Allocation shall include a maximum of 20 persons. The number of warrants that each employee is offered to subscribe for shall vary depending on the employee's responsibility and position. The CEO and managing director of the group shall be offered a maximum of 20 000 warrants and other management personal are divided into categories which will be offered a maximum of 15 000 warrants and at least 5 000 warrants. The board of directors shall decide on who shall be included in each category, and who shall receive warrants. Directors are not entitled to subscribe for warrants, with the exception of the Company's CEO.
- Issuance of warrants to employees outside Sweden is dependent on tax effects, that no legal impediment exists and that the board of directors determines that such allocation can be made at reasonable administrative and/or financial cost.
- In order to be allotted warrants the employee has to sign a special pre-emption agreement with the Company. Pre-emption shall be made at the market value if a third party makes an offer for all shares in the Company and in case the warrants shall be transferred to a third party. Otherwise, the warrants are freely transferable.
- The cost for the 2014 Allocation is estimated to be about SEK 100 000. The 2014 Allocation is not expected to materially impact the Company's earnings per share.

The reason for the deviation from the shareholders' preferential right is to increase motivation and create involvement in the Company's development and in the opportunity and risk of the Company by management and senior executives. The proposed warrants plan has been prepared by the Company's board of directors. The CEO did not participate in the preparation of this proposal. A valid resolution requires that shareholders at the meeting representing at least 9/10 of the numbers of shares and votes represented votes in favor of the proposal (Chapter 16 of the Companies Act).

Within the Plan 160 000 warrants were issued to 15 employees in 2013 (the 2013 allocation) and 165 000 to 16 employees in 2014 (the 2014 allocation). These warrants entitle the holder to subscribe for shares from and including three years from each issuance date, and the terms and conditions are mainly conform with the terms and conditions for the above proposed warrants.

The Board of Directors or whom the Board of Directors authorizes shall be authorized to make such minor adjustments of the resolution that may be required in connection with the registration of the issuance at the Companies Registration Office.

Number of shares and votes in the Company

The Company has on issue of this notice, a total of 8,800,000 shares, representing a total of 8,800,000 votes.

Shareholders' right to request information

Shareholders are informed of their right under the Companies Act, Chapter 7, Article 32 to request information at the AGM 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.

Documents

Accounting documents, audit reports and other documents will be available at the Company's office at Riddargatan 18, Stockholm no later than three weeks before the Annual General Meeting, and is mailed upon request in connection therewith to shareholders' stating their address. The documents will also be available at the Company's website <http://g5e.se/corporate> and be presented at the general meeting.

Stockholm April 2014

The Board of Directors