



## **Bulletin from the Annual General Meeting 2020 in G5 Entertainment AB (publ)**

The Annual General Meeting of G5 Entertainment AB (publ) was held at 7a Conference Center, Strandvägen 7a in Stockholm, on June 8, 2020.

Petter Nylander was elected chairman of the meeting. Due to traveling restrictions caused by covid-19, a video presentation was given by the CEO Vlad Suglobov of the 2019 financial year and the current status of G5 Entertainment AB (publ).

The meeting, amongst other things, decided on the following matters:

### **Directors of the Board and remuneration to the Board of directors**

Petter Nylander, Jeffrey Rose, Vlad Suglobov (CEO), Johanna Fagrell Köhler and Stefan Lundborg were re-elected as directors of the Board and Marcus Segal was appointed as new director. Petter Nylander was appointed chairman of the Board.

It was resolved that the remuneration to the Board should comprise of SEK 450,000 to the chairman and SEK 250,000 each to the other directors appointed by the general meeting and that is not employed by the company. It was also resolved that fees, in addition to directors' fees, shall be paid to the members of the company's Audit Committee and Compensation Committee. The fee to the chairman of the Audit Committee shall amount to SEK 80,000 and SEK 50,000 each, to be paid to the other members of the Audit Committee and the fee to the chairman of the Compensation Committee shall amount to SEK 50,000 and SEK 30,000 each to be paid to the other members of the Compensation Committee.

### **Dividend**

The meeting approved to pay a dividend of SEK 2.50 per share, in total SEK 22,553,375, and that the remaining earnings, in total SEK 145,432,625, be carried forward, as proposed by the Board. Payment from Euroclear Sweden is estimated to be made on June 15, 2020.

### **Discharge from liability**

The meeting decided to discharge the Board and the CEO from liability for the financial year 2019.

### **Auditor**

The meeting resolved to appoint PwC as audit firm with Aleksander Lyckow as auditor-in-charge for the period until the end of the next Annual General Meeting. The meeting also resolved that remuneration to the auditor shall be paid according to current account and approved invoices.

### **Nominating Committee**

The meeting approved the Nominating Committee's proposal regarding the composition of the Nominating Committee.

### **Remuneration to senior executives**

The meeting resolved to adopt the Board's proposal for guidelines for remuneration to senior executives.

### **Performance based long-term share program for executive management and key employees**

It was resolved to implement a performance based, long-term incentive program for the executive management and key employees of the Company and its subsidiaries ("LTIP 2020"). The program is share-based include approx. 140 persons. The vesting period amounts to approx. 3 years. Following the end of the vesting period, the participants will be allotted ordinary shares in the Company free of charge, provided that certain performance conditions have been satisfied. Allotment of shares under LTIP 2020 requires that the participants remain employed by the Company or any of its subsidiaries during the entire vesting period. In addition, certain performance levels related to the development in the total shareholders' return on the Company's ordinary share ("TSR") must be reached. For allotment to take place, the TSR must exceed 95 per cent for the entire vesting period, corresponding to 25 per cent per year. Maximum allotment is awarded if the TSR reach or exceed 205 per cent for the entire vesting period, corresponding to 45 per cent per year.

No more than 160,000 ordinary shares may be allotted to the participants of LTIP 2020, corresponding to a dilutive effect of 1.77 per cent. The total costs for LTIP 2020 are estimated to approx. SEK 10,395,823 at maximum allotment.

The purpose of LTIP 2020 is to increase the possibilities to recruit and retain competent employees and to increase the commitment and the motivation of the program participants and to strengthen the participants' ties to the G5 group and its shareholders.

To secure delivery of shares under LTIP 2020, it was resolved, as set forth below, to authorize the Board of Directors to resolve on a directed issue of class C shares, to authorize the Board of Directors to resolve on acquisition of own class C shares and to transfer own ordinary shares to the participants of LTIP 2020.

#### **Performance based long-term share program for the CEO**

It was resolved to invite the company CEO, who is also a director of the Board, to participate in LTIP 2020. The CEO may be allotted no more than 10,000 shares of the 160,000 shares offered under LTIP 2020.

#### **Authorization for the Board to resolve on the issuance of class C shares**

The meeting resolved to authorize the Board of Directors during the period until the end of the next Annual General Meeting, on one or more occasions, to increase the company's share capital through issuance of not more than 160,000 class C shares. With derogation of the shareholders' pre-emption right, a bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quotient value of the shares. The purpose of the authorization and the reason for the derogation from shareholders' pre-emption rights in connection with the issue of class C shares is to secure delivery of shares to participants in LTIP 2020.

#### **Authorization for the Board to resolve to acquire own class C shares**

The meeting resolved to authorize the Board of Directors during the period until the end of the next Annual General Meeting to, on one or more occasions, acquire 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. The purpose of the authorization is to secure delivery of shares to participants in LTIP 2020.

#### **Transfer of own ordinary shares**

The meeting resolved to transfer no more than 160,000 ordinary shares in the Company (or such higher number of ordinary shares that may follow from a recalculation resulting from a bonus issue, split, preferential issue or similar measures). The ordinary shares shall be transferred, free of charge, to participants in LTIP 2020, who according to terms and conditions for LTIP 2020, are entitled to receive ordinary shares in the Company and in accordance with the other conditions for LTIP 2020. The reasons for the deviation from the shareholders' pre-emption right is that the transfer of shares is part of the execution of LTIP 2020.

#### **Authorization for the Board to resolve on the issuance of ordinary shares**

The meeting resolved to authorize the Board of Directors during the period until the end of the next Annual General Meeting, on one or more occasions, to resolve on issuance of ordinary shares. Payment may be made in cash, in kind, through a set-off, or on conditions following from Chapter 2, Section 5 of the Swedish Companies Act.

The number of shares issued pursuant to this authorization must correspond to a maximum of ten (10) percent of the share capital consisting of ordinary shares issued at the time of the 2020 Annual General Meeting.

#### **Authorization for the Board to resolve on acquisition and transfer of own ordinary shares**

The meeting resolved to authorize the Board for the period until the end of the next Annual General Meeting to, on one or more occasions, decide of acquisition and transfer of the company's own ordinary shares in accordance with certain terms and conditions. The authorization is intended to provide the Board with greater possibilities to adapt the capital structure of the company to the capital requirement from time to time and to enable the Board to transfer shares in connection with acquisitions of companies through payment in the form of the company's own shares.

#### **Repurchase of warrants under the options program 2017/2020**

The meeting resolved to authorize the Board, until the end of the next Annual General Meeting, on one or more occasions, to resolve to repurchase warrants issued by the Annual General Meeting 2017. The price for the repurchase of warrants shall correspond to the market value.

#### **Resolution to amend the Articles of Association**

The meeting resolved to amend the Articles of Association according to the proposal from the Board of Directors.

#### **Resolutions on the reduction of the share capital by way of cancellation of own shares and increase of the share capital by way of bonus issue**

The meeting resolved to reduce the share capital by way of cancellation of own shares which have been repurchased by the board of director based on the authorization given at the annual general meeting in 2019. The reduction of the share capital shall be made with SEK 17,800 by way of cancellation of 178,000 shares. The meeting also resolved to increase the share capital by way of a bonus issue with an amount corresponding to SEK 17,800, which equals the amount the share capital is reduced with by way of cancellation of shares, as set out under section above. The bonus issue shall be carried out with the amount being transferred from unrestricted equity without the issuance of new shares.

*The information was submitted for publication, through the agency of the contact person set out above, at [11:45] CEST on June 8, 2020.*

For additional information, please contact:  
Stefan Wikstrand, CFO, +46 76 00 11 11 5

***About G5 Entertainment***

*G5 Entertainment AB (publ) (G5) develops and publishes high quality free-to-play games for both smartphones and tablets that are family-friendly, easy to learn, and targeted at the widest audience of both experienced and novice players. The group distributes their games through the Apple, Google, Amazon, and Windows application stores. The company's portfolio includes popular games like Jewels of Rome®, Hidden City®, Mahjong Journey®, Homicide Squad®, The Secret Society® and Wordplay: Exercise your brain™.*

*Through its head entity G5 Entertainment AB (Publ), G5 Entertainment Group is publicly listed on Nasdaq Stockholm's main market mid cap segment under trade symbol G5EN.ST. G5 Entertainment has been ranked in Deloitte's Top 500 Fastest Growing Tech Companies in Europe, the Middle East and Africa for 6 years in a row.*

*More information about G5 Entertainment can be found at <http://www.g5e.com/corporate>*