



G5 ENTERTAINMENT AB

Item 12 – Board’s proposal to resolve on transfer of own ordinary shares

The Board proposes that the Extraordinary General Meeting resolves to transfer ordinary shares in the Company as follows:

- A maximum of 120,000 ordinary shares in the Company may be transferred (or such higher number of ordinary shares that may follow from a recalculation resulting from a bonus issue, split, preferential issue or similar measure).
- The ordinary shares may be transferred, free of charge, to participants in LTIP 2018 who, according to the terms and conditions for LTIP 2018, are entitled to receive ordinary shares in the Company.
- Transfers of ordinary shares shall be made at the point in time and in accordance with the other conditions that the participants of LTIP 2018 are entitled to receive grants of ordinary shares.

The reasons for the deviation from the shareholders’ pre-emption rights are that the transfer of shares is part of the execution of LTIP 2018. The Board therefore is of the opinion that it is beneficial to the Company to transfer shares in accordance with the proposal.

The Board’s report and the auditor’s statement pursuant Chapter 19 Section 35 of the Swedish Companies Act are attached.

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

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 9/10 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