

# Notice to attend an Extraordinary General Meeting

**The shareholders of Nordic Entertainment Group AB (publ) ("NENT Group"), Reg. No. 559124-6847, are hereby invited to an Extraordinary General Meeting on 25 January 2021.**

## BACKGROUND AND REASONS FOR THE EXTRAORDINARY GENERAL MEETING

On 10 November 2020, NENT Group announced a new vision to become the European streaming champion. The company intends to launch its Viaplay streaming service in 10 international markets by the end of 2023, and to increase its Viaplay subscriber base to approximately 10.5 million by the end of 2025. As communicated on 10 November 2020, NENT Group intends to fund these strategic initiatives with an equity raise of more than SEK 3.5 billion, which is also expected to deliver a number of additional benefits including increased trading liquidity in NENT Group's shares.

NENT Group has now consulted with its major shareholders regarding the expansion plans and equity raise. The next step in the implementation of these plans is for NENT Group to invite its shareholders to this Extraordinary General Meeting to resolve on an authorisation for the Board of Directors to issue, with deviation from shareholders pre-emptive rights, new Class B shares representing up to 20% of the total number of shares issued at the time of the authorisation. NENT Group does not plan to pursue a secondary listing of its shares in the United States at this time, so any new shares issued will be listed on Nasdaq Stockholm.

Anders Jensen, President and CEO, commented: "Our new vision to become the European streaming champion has been positively received by our shareholders and broader stakeholders, and we have seen strong interest from potential new investors too. The next step is to seek authorisation from our shareholders to implement the equity raise to fund our expansion. We have a major opportunity in front of us and, thanks to our Viaplay platform, our content and, above all, our team, we are ready to seize it."

## INFORMATION REGARDING PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING

Due to the continued uncertainty regarding the coronavirus pandemic and in order to ensure the health and safety of NENT Group's shareholders, employees and other stakeholders, the company's Board of Directors has resolved on extraordinary meeting procedures pursuant to Section 22 of the temporary act on general meetings (2020:198).

The Extraordinary General Meeting will be conducted pursuant to so-called advance voting (postal voting), meaning that no shareholders will attend the Extraordinary General Meeting in person or through proxy. Instead, shareholders are invited to participate in the Extraordinary General Meeting by voting and submitting questions in advance. Specifically, the following procedures will apply:

- The Extraordinary General Meeting will take place on 25 January 2021.
- Shareholders will only be able to participate in the Extraordinary General Meeting by voting on the matters and the proposals on the meeting agenda and by submitting questions to NENT Group in advance.
- The Agenda for the Extraordinary General Meeting is as presented below, with certain items explained further down in the notice.
- A press release will be issued following the Extraordinary General Meeting to inform about the material items resolved on by the Extraordinary General Meeting as soon as the final outcome of the postal voting procedure has been established.

- Questions or requests for information relating to items on the agenda shall be made in writing to Nordic Entertainment Group AB (publ), Ringvägen 52, 118 67 Stockholm, Sweden, or by email to [egm@nentgroup.com](mailto:egm@nentgroup.com), no later than 15 January 2021. The responses and any additional information will be disclosed by being held available at Nordic Entertainment Group AB (publ), Ringvägen 52, 118 67 Stockholm, Sweden, and on the company's website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)) no later than 20 January 2021. The information will also be distributed to the shareholder that has requested the information and that has provided an address.
- The final postal voting results will be included in the minutes of the meeting and will be published on NENT Group's website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)) within two weeks of the Extraordinary General Meeting.

## REGISTRATION

Shareholders who wish to attend the Extraordinary General Meeting shall:

- Be entered in the share register maintained by Euroclear Sweden on 15 January 2021; and
- Give notice of their attendance no later than 22 January 2021. The exercise of voting rights in accordance with the advance voting procedure will be considered as a notification from the shareholder to attend the meeting.

For shareholders who have their shares registered through a bank or other nominee, the following applies in order to be entitled to participate at the Extraordinary General Meeting. In addition to giving notice of participation by submitting an advance vote, such shareholders must re-register their shares in their own name in the shareholders' register maintained by Euroclear Sweden AB at the record date of 15 January 2021. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must request that the nominees make such registration. Voting rights registration that has been requested by the shareholder, in such time that the registration has been completed by the nominee no later than 19 January 2021, will be taken into account in the preparation of the shareholders' register.

## SHAREHOLDERS' RIGHTS

Shareholders can exercise their shareholders' rights at the Extraordinary General Meeting by voting in advance on the items on the agenda and submitting questions to NENT Group in connection with the Extraordinary General Meeting.

Any registered shareholder intending to participate in the Extraordinary General Meeting (via advanced voting or questions) must submit the following information in connection with their respective submissions:

- Shareholder's name,
- Personal or organisation number,
- Email address; and
- Telephone number.

Information submitted in connection with registration will be processed exclusively for the Extraordinary General Meeting. See below for additional information on the processing of personal data.

For shareholders wishing to participate through an authorised representative (i.e. where such a representative submits an advanced vote or questions on behalf of the shareholder), NENT Group will provide power of attorney templates on its website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)). Shareholders participating through an authorised representative must submit the power of attorney together

with the voting form or questions. If the shareholder is a legal entity, a copy of a registration certificate or corresponding document for the legal entity shall be enclosed.

### **IMPORTANT INFORMATION REGARDING ADVANCE VOTING**

Advance voting will be possible as of 15 December 2020 and until 22 January 2021. A shareholder can vote in advance by using any of the following methods:

- (1) Email: by completing the advance voting form available on NENT Group's website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)) and then emailing this form to the following email address [info@computershare.com](mailto:info@computershare.com) together with any power of attorney and/or other authorisation documents.
- (2) Regular Mail: by completing the advance voting form available on NENT Group's website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)) and then sending a physical copy of this form, together with any power of attorney and/or other authorisation documents, to the following address: Computershare AB "Extrastämman, NENT", Box 5267, 102 46 Stockholm.
- (3) Electronic voting: Shareholders who are private individuals may also cast their advance votes electronically through BankID verification via NENT Group's website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form.

A shareholder cannot give any instructions other than selecting one of the options specified at each point in the advanced voting form. A vote (i.e. the postal voting in its entirety) is invalid if the shareholder has modified the form to provide specific instructions or conditions or if pre-printed text is amended or supplemented. Further information and conditions can be found in the advance voting form.

The advanced voting form, together with any enclosed power of attorney and/or other authorisation documents, must have been received by Computershare AB no later than 22 January 2021. If received later, the vote will be disregarded.

For questions about the Extraordinary General Meeting or to have the advance voting form sent by post, please contact Computershare AB by telephone on +46 (0)771 246 400 (Monday-Friday, 09.00-16.00 CEST).

### **PROPOSED AGENDA**

- (1) Opening of the Extraordinary General Meeting.
- (2) Election of the Chairman of the Extraordinary General Meeting.
- (3) Preparation and approval of the voting list.
- (4) Approval of the agenda.
- (5) Election of one or two persons to check and verify the minutes.
- (6) Determination of whether the Extraordinary General Meeting has been duly convened.
- (7) Resolution to authorise the Board of Directors to issue new Class B shares.
- (8) Closing of the Extraordinary General Meeting.

### **RESOLUTIONS PROPOSED BY THE BOARD**

#### **Proposal for resolution under Item 2**

The Board of Directors proposes Johan Thiman, Partner at White & Case Advokat AB, as Chairman of the Meeting, or in the event he is prevented from participating, the person appointed by the Board of Directors.

**Proposal for resolution under Item 3**

The voting list proposed to be approved is the voting list prepared by the company, based on the general meeting shareholders' register and votes received in advance, and verified by the persons assigned to check the minutes.

**Proposal for resolution under Item 5**

The Board of Directors proposes Erik Durhan (representing Nordea Funds), and Mats Gustafsson (representing Lannebo Funds) or if one or both of them have an impediment to attend, the persons appointed by the Board of Directors, to check the minutes together with the Chairman. The assignment to check the minutes also includes verifying the voting list and that the received advance votes are correctly reflected in the minutes of the Meeting.

**Proposal for resolution under Item 7**

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, increase the company's share capital by issuing new Class B shares. Any such share issue resolution shall be carried out with deviation from the shareholders' preferential rights. The Board of Directors proposes that Class B shares representing up to 20% of the total number of shares issued at the time of the authorisation may be issued under the authorisation. The resolution requires approval from shareholders representing at least two-thirds of both the number of votes cast and the number of shares represented at the Extraordinary General Meeting in order to be valid.

NENT Group's CEO shall be authorised to make such minor adjustments to this resolution as may be necessary in connection with the registration.

**MISCELLANEOUS****Documentation**

The Board of Directors' complete proposals are set out above. All information that the company is required to make available and present at the Extraordinary General Meeting pursuant to the Swedish Companies Act is available at the company's website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)) and at the company's premises at Ringvägen 52 in Stockholm and will be sent to those shareholders who so request and state their postal address or email address. The documentation can be ordered by telephone on +46 (0)771 246 400, by email to [info@computershare.com](mailto:info@computershare.com) or by post to Computershare AB, "Extrastämma, NENT", Box 5267, 102 46 Stockholm.

**Shareholders' right to request information**

The Board of Directors and the CEO of NENT Group shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda. Questions or requests for information relating to items on the agenda shall be made in writing to Nordic Entertainment Group AB (publ), Ringvägen 52, 118 67 Stockholm, Sweden, or by email to [egm@nentgroup.com](mailto:egm@nentgroup.com), no later than 15 January 2021. The responses and any additional information will be disclosed by being held available at Nordic Entertainment Group AB (publ), Ringvägen 52, 118 67 Stockholm, Sweden, and on the company's website ([www.nentgroup.com/about/corporate-governance/general-meetings](http://www.nentgroup.com/about/corporate-governance/general-meetings)) no later than 20 January 2021. The information will also be distributed to the shareholder that has requested the information and that has provided an address.

**Shares and votes**

There are a total number of 67,842,244 shares in the company, of which 532,572 are Class A shares, 66,839,153 Class B shares and 470,519 Class C shares. The total number of votes for all issued shares in NENT Group is 72,635,392. As per the date of the disclosure of this notice, NENT Group holds 470,519 of its own Class C shares.

### Use of personal data

For information on how personal data is processed in connection with the Extraordinary General Meeting, please visit [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf). If you have any questions about NENT Group's data handling processes or wish to exercise your rights, please contact us at [dpo@nentgroup.com](mailto:dpo@nentgroup.com).

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Stockholm, December 2020

NORDIC ENTERTAINMENT GROUP AB (PUBL)

THE BOARD OF DIRECTORS

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### NOTES TO EDITORS

*Nordic Entertainment Group AB (publ) (NENT Group) is the Nordic region's leading entertainment provider. We entertain millions of people every day with our streaming services, TV channels and radio stations, and our production companies create content that is experienced around the world. We make life more entertaining by telling stories, touching lives and expanding worlds – from live sports, movies and series to music and original shows. Headquartered in Stockholm, NENT Group is listed on Nasdaq Stockholm ('NENT A' and 'NENT B').*

*The information was submitted for publication by the contact person below on 15 December at 0800 CET.*

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