



# Everysport Media Group: Notice to attend extraordinary general meeting

The shareholders of Everysport Media Group AB (publ), are hereby invited to attend the extraordinary general meeting, to be held on Wednesday 17 March 2021. Due to the COVID-19 pandemic, the general meeting will be carried out only through postal voting pursuant to temporary legislation. It will not be possible for shareholders to attend the general meeting in person or by proxy.

## Right to attend

Shareholders who wish to participate in the general meeting shall:

- ✓ be entered as shareholders in the share register maintained by Euroclear Sweden AB ("Euroclear") on Tuesday 9 March 2021, and
- ✓ give notice of their attendance at the general meeting to the Company no later than on Tuesday 16 March 2021 by casting a postal vote in accordance with the instructions under the heading *Postal voting* below, so that the postal voting form is received by the Company no later than on Tuesday 16 March 2021. Please note that a notice to attend the extraordinary general meeting only can be made by casting a postal vote.

## Nominee-registered shares

Shareholders who have their shares registered in the names of nominees must temporarily register their shares in their own name with Euroclear, in order to be able to exercise their voting rights and participate in the general meeting. The shareholders' register as of the record date on Tuesday 9 March 2021 will include voting registrations made no later than the second banking day after 9 March 2021. Therefore, shareholders should inform their nominees well in advance before this date.

## Postal voting

Shareholders may exercise their voting rights at the general meeting only by voting in advance, through so called postal voting, in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. For postal voting, a special form must be used. The form is available on the



Company's website, [www.esmg.se](http://www.esmg.se). A correctly completed postal voting form is considered as the notification of attendance at the general meeting.

The completed voting form must be received by the Company no later than Tuesday 16 March 2021. The completed form, in original, shall be sent to EverySport Media Group AB, P.O. Box 3619, SE-103 59 Stockholm, Sweden, Att: Alexander Rödström (mark the envelope "Extraordinary general meeting 2021"). The completed and signed form may alternatively be sent by e-mail to [alexander.rodstrom@esmg.se](mailto:alexander.rodstrom@esmg.se) (put "Extraordinary general meeting 2021" as the heading). The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. Power of attorney forms are available at the Company's website, [www.esmg.se](http://www.esmg.se). If the shareholder is a legal entity, a certificate of incorporation or a corresponding authority document shall be enclosed with the voting form.

## Proposed agenda

1. Election of Chairman of the general meeting
2. Drawing up and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination as to whether the general meeting has been duly convened
6. Resolution on a directed new issue of class A shares to the CEO
7. Resolution on a long-term incentive program and issue and transfer of warrants to the CEO, other senior executives and certain employees

## Proposals

### *Item 1 – Election of Chairman of the general meeting*

The Board of Directors proposes that Paul Fischbein is elected Chairman of the general meeting.

### *Item 2 – Drawing up and approval of the voting list*

The voting list which is proposed to be approved under item 2 of the agenda shall be the voting list drawn up based on the general meeting's share register and postal votes received. The list shall be controlled by the person verifying the minutes.



*Item 4 – Election of one or two persons to verify the minutes*

The Board of Directors proposes Johan Ejermark or, if Johan Ejermark is unable to attend the meeting, the person otherwise assigned by the Board of Directors. The person verifying the minutes shall also control the voting list and that received postal votes are correctly reflected in the minutes.

*Item 6 – Resolution on a directed new issue of class A shares to the CEO*

To continue to encourage the CEO of EverySPORT Media Group to build a significant long-term shareholding in the Company and become a larger shareholder, the Board of Directors proposes that the general meeting resolves on a directed new issue of class A shares to the CEO on the following terms and conditions.

*Share capital increase and number of shares*

The Company's share capital shall be increased with a maximum amount of SEK 90,849.9923 by issue of not more than 90,850 new class A shares.

*Right to subscribe for new class A shares*

The right to subscribe for the new class A shares shall, with deviation from the shareholders' preferential rights, only fall upon the CEO Hannes Andersson. The reason for the deviation from the shareholders' preferential rights is that the Board of Directors considers it beneficial for the Company's continued development that the CEO has a significant and long-term ownership in the Company.

*Subscription price and issue amount*

The subscription price shall be SEK 17,27 per class A share. At full subscription the Company will be provided with an amount of SEK 1 568 980. The subscription price is equal to the volume-weighted average price on the EverySPORT Media Group share on Spotlight Stock Market during the period 28 January 2021 – 10 February 2021 and is therefore deemed to be at market terms. The excess amount (share premium) shall be entered under the free share premium reserve in the Company's balance sheet.



### *Subscription and payment*

Subscription of class A shares shall be effected by simultaneous payment of the subscription amount to an account assigned by the Company, at latest 17 April 2021. The Board of Directors is entitled to extend the subscription and payment period.

### *Right to dividends*

The new class A shares shall entitle to dividends as from the first time on the record date for dividends resolved that occurs following when the shares have been recorded in the share register maintained by Euroclear and when the new shares have been registered with the Swedish Companies Registration Office.

### *Dilution*

Based on the current number of shares and votes in the Company, the proposed directed new issue of class A shares entails a dilution of approximately 2 (two) per cent of the total number of outstanding shares and votes in the Company, at full subscription.

### *Item 7 – Resolution on a long-term incentive program and issue and transfer of warrants to the CEO, other senior executives and certain employees*

To continue to encourage the CEO, senior executives and certain employees of EverySport Media Group to build a significant long-term shareholding in the Company, and to align management's interests with the shareholders' interests, it is proposed to implement a long-term incentive program based on warrants.

The purpose of the incentive program is to link a larger proportion of the CEO's, other senior executives' and other employees' of EverySport Media Group remuneration to EverySport Media Group's long-term value growth, and thus align these persons' interests with the shareholders' interests. The program is essentially similar to the program 2018/2020 adopted by the extraordinary general meeting on 16 January 2018 but is divided into two different series with two different maturity periods (Series 2021/2023 and Series 2021/2024). A prerequisite for participating in the program is that the participant acquires the total number of warrants in both Series 2021/2023 and Series 2021/2024 respectively according to the table set out below.

The Board of Directors proposes that the general meeting resolves to carry out an issuance in respect of not more than 90,824 warrants of Series 2021/2023 and not more than 90,824 warrants of Series 2021/2024 (not more than 181,648 warrants in total). The CEO, other



senior executives and certain employees of Everysport Media Group shall have the right to participate in the program. The incentive program will be directed to approximately 65 individuals.

Each warrant of Series 2021/2023 and Series 2021/2024, respectively, entitles a right to subscribe for one (1) class A share. The warrants shall, with deviation from the shareholders' preferential rights, be issued at no consideration to Everysport Media Group's wholly-owned subsidiary ESMG Transactions AB. Subscription shall be made on a subscription list no later than on 17 April 2021. The Board of Directors shall be entitled to extend the subscription period. The terms and conditions available on the Company's website, [www.esmg.se](http://www.esmg.se), shall otherwise apply for the warrants of Series 2021/2023 and Series 2021/2024.

Each warrant of Series 2021/2023 and Series 2021/2024 entitles a right to subscribe for one (1) new class A share in Everysport Media Group during the period from 18 March 2023 to 13 June 2023 and during the period from 18 March 2024 to 13 June 2024, respectively, at a subscription price equal to 150 per cent of the volume-weighted average price on the Everysport Media Group share on Spotlight Stock Market during the period 15 February 2021 – 26 February 2021. The subscription price and the number of shares each warrant entitles to subscription for shall be recalculated in the event of a share split, reverse share split, new issue of shares etc., in accordance with market practice. If the warrants of Series 2021/2023 are fully exercised, the share capital will increase with not more than SEK 90,823.9923 and if the warrants of Series 2021/2024 are fully exercised, the share capital will increase with not more than SEK 90,823.9923, i.e. a total of not more than SEK 181,647.9846. In the event that the subscription price exceeds the quota value of the previous shares, the excess amount (share premium) shall be entered under the free share premium reserve in the Company's balance sheet.

#### *Transfer of warrants to the participants*

The following terms and conditions shall be applied when transferring the warrants to the participants in the incentive program for Series 2021/2023 and Series 2021/2024.

ESMG Transactions AB will transfer the warrants to the participants in the program. The warrants shall be transferred at a price corresponding to the market value of the warrants at the time of transfer (the premium), calculated according to a valuation model generally accepted on the market (Black Scholes). The calculation shall be made by an independent valuation institute. In connection with transfer of the warrants to the participants, ESMG Transactions AB shall reserve the right to repurchase the warrants if the participant's employment in the group ceases or if the participant would transfer the warrants (pre-emption).



### *Distribution of warrants*

The right to acquire warrants shall vest in the CEO, other senior executives and certain employees of Everysport Media Group. The incentive program will include the following number of warrants to the different categories of participants in Series 2021/2023 and Series 2021/2024, respectively:

Category	Number of warrants/person of Series 2021/2023	Number of warrants/person of Series 2021/2024	Total number of warrants/person of Series 2021/2023 and Series 2021/2024
A. CEO (not more than 1 person)	34,069	34,069	68,138
B. Other senior executives (not more than 7 persons)	4,867 (Category: 34,069)	4,867 (Category: 34,069)	9,734 (Category: 68,138)
C. Certain employees (not more than 57 persons)	398 (Category: 22,686)	398 (Category: 22,686)	796 (Category: 45,372)

The warrants that are not immediately transferred to employees are proposed to be offered to new employees of Everysport Media Group who are employed prior to the next annual general meeting.

The Board of Directors shall be entitled to make adjustments to the program for the benefit of certain foreign participants, if, according to the Board of Directors, this is justified due to e.g. tax and/or legal reasons.

### *Impact on important financial ratios*

The Company's profit per share is not affected by the warrant issue since the current value of the exercise price is greater than the price paid for the Company's share at the time of the issue.

### *Subsidy and costs*

Transfer of warrants shall be made at a price corresponding to the market value at the time of the transfer. The market value of the warrants, according to a preliminary valuation as of 28 January 2021, is SEK 3.17 per warrant of Series 2021/2023 and SEK 4.44 per warrant of Series 2021/2024.



The Company will subsidise the participants' premium of SEK 2 per warrant. The total cost for the subsidy, based on the assumptions of the value of the warrants as set out above, is calculated to amount to not more than approximately MSEK 0,5 including social security contributions, for the entire term of the warrant program. Accrued payroll taxes due to the subsidy shall be paid by the participants.

Other costs for the incentive program consist of fees to external advisors and costs for the administration of the incentive program.

#### *Dilution of existing shares and votes*

Based on the current number of shares and votes in the Company, the proposed incentive program implies, upon exercise of all 181,648 warrants of Series 2021/2023 and Series 2021/2024, a full dilution corresponding to approximately four (4) per cent of the total number of outstanding shares and votes in the Company.

#### *Preparation of the proposal*

The incentive program has been prepared by the Board of Directors together with external advisors.

### **MISCELLANEOUS**

#### **Majority requirements**

The resolutions under item 6 and 7 are valid only if supported by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the general meeting.

#### **Shareholders' right to request information**

The shareholders have the right to receive information from the Board of Directors and the CEO regarding circumstances that may affect the assessment of an item on the agenda if the Board of Directors believes that such information can be provided without causing material damage to the Company. A request for such information shall be made in writing to Everysport Media Group AB, P.O. Box 3619, SE-103 59 Stockholm, Sweden (mark the envelope with "Extraordinary general meeting 2021"), or by e-mail to [alexander.rodstrom@esmg.se](mailto:alexander.rodstrom@esmg.se) (put "Extraordinary general meeting 2021" as the heading) no later than 7 March 2021. The information is provided by being kept available at the Company on the address Gamla Brogatan 11, SE-111 20 Stockholm, Sweden, and on the Company's website, [www.esmg.se](http://www.esmg.se), no later than 12 March 2021. The information is



also sent, within the same period of time, to the shareholders who so request and state their postal or e-mail address.

### **Number of shares and votes**

There is a total of 4,542,496 class A shares in the Company with 10 votes each, thus a total of 45,424,960 votes.

### **Documentation**

The Board of Directors' reports pursuant to Chapter 13, Section 6 and Chapter 14, Section 8 of the Companies Act, the Auditor's statement pursuant to Chapter 13, Section 6 and Chapter 14, Section 8 of the Companies Act and complete terms and conditions for the proposed warrants will be available at the Company on the address Gamla Brogatan 11, SE-111 20 Stockholm, Sweden and on the Company's website, [www.esmg.se](http://www.esmg.se), no later than three weeks prior to the extraordinary general meeting, i.e. no later than 24 February 2021. The documentation is also sent without a charge to shareholders who so request and state their postal address.

### **Authorization**

The CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor adjustments to the resolutions that may be required for registration with the Swedish Companies Registration Office.

### **Processing of personal data**

For information regarding the processing of your personal data, please see the integrity policy available on Euroclear's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

*This information is such information that EverySPORT Media Group AB (publ.) is required to publish in accordance with the EU Market Abuse Regulation. The information was provided, through the agency of the above contact person, for publication on February 12th, 2021.*

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Stockholm in February 2021  
**EverySPORT Media Group AB (publ)**  
*The Board of Directors*