



Everysport Media Group: Notice to attend annual general meeting 2021

The shareholders of Everysport Media Group AB (publ), are hereby invited to attend the annual general meeting, to be held on Monday 24 May 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 Friday 14 May 2021, and
- ✓ give notice of their attendance at the general meeting to the Company no later than on Friday 21 May 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 Friday 21 May 2021. Please note that notice to attend the annual 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 Friday 14 May 2021 will include voting registrations made no later than the second banking day after 14 May 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. 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 Friday 21 May 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 "Annual general meeting 2021"). The completed and signed form may alternatively be sent by e-mail to alexander.rodstrom@esmg.se (put "Annual 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. If the shareholder is a legal entity, a registration certificate 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. Presentation of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group
7. Resolution on:
 - (a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
 - (b) disposition of the Company's result in accordance with the adopted balance sheet, and
 - (c) discharge from liability for the Board of Directors and the CEO
8. Determination of the number of members of the Board of Directors and deputies
9. Determination of the fees to the Board of Directors and auditors
10. Election of:
 - (a) members of the Board of Directors and Chairman of the Board of Directors, and
 - (b) auditor
11. Proposal on resolution on guidelines for remuneration to senior executives
12. Proposal on resolution on authorization for the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles
13. Proposal on resolution to amend the articles of association



Proposals

Before the annual general meeting 2021, the Company's Nomination Committee has consisted of Paul Fischbein, in his capacity as Chairman of the Board of Directors of the Company and Johan Ejermark and Michael Hansen in their capacity as representatives of the two largest ownership groups/shareholders who have the largest shareholdings in the Company in terms of votes. The Company's Nomination Committee will announce proposals for resolutions under items 1 and 8-10 on the agenda through a press release before the annual general meeting. The Board of Directors has submitted proposals under items 4, 7 b) and 11-13 on the agenda.

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 Björn Ulvgården or, if Björn Ulvgården 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 7 b) – Disposition of the Company's result in accordance with the adopted balance sheet

The Board of Directors proposes that no dividend shall be paid for the financial year 2020, and that the result shall be carried forward.

Item 11 – Proposal on resolution on guidelines for remuneration to senior executives

These guidelines apply to compensation to members of the group management. The guidelines apply to remuneration agreed after the adoption of the guidelines by the annual general meeting on 24 May 2021, and in the event that changes are made to existing agreements after this time. These guidelines do not apply to remuneration separately decided or approved by the general meeting.



The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

EverySport Media Group (publ) (ESMG) is a Swedish publicly listed media group with roots in sports and gaming. The strategy is based on two main components: Content and Media. Within Content, ESGM is a leading provider of performance data, betting tips and sports news. The media portfolio garners over 2 million interactive viewers across multiple platforms, sites, and networks within the industry. In addition to this, the Company is a leader in Padel through the jointly owned Company Everypadel.

This creates shareholder value through continued growth.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the executive management a competitive total remuneration.

Long-term share-related incentive plans have been and are envisaged to be implemented in the Company. Such plans have been resolved by the general meeting separately and are therefore excluded from these guidelines. These plans are conditional upon the participant's own investments and certain holding periods.

Variable cash remuneration covered by these guidelines shall aim to promote the Company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration (bonus), pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The fulfilment of criteria for awarding variable cash remuneration should be able to be measured over a period of one year. The variable cash remuneration may amount to not more than fifty (50) per cent of the total fixed cash salary under the measurement period for such criteria/of the fixed annual cash salary. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such



remuneration may not exceed an amount corresponding to fifty (50) per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the remuneration committee.

Pension benefits, including health insurance and group life insurance, shall be premium defined and are negotiated with each employee, hence never above the amount of the ITP-1 program.

Other benefits may include, for example, additional life insurance, medical insurance (Sw: sjukvårdsförsäkring) and company cars. Such benefits may amount to not more than ten (10) per cent of the fixed annual cash salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Termination of employment

Upon termination of employment, the notice period may not exceed twelve months. Severance pay, if any, may not exceed an amount corresponding to twelve months full benefits.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income. The remuneration shall amount to not more than sixty (60) per cent of the executive's average monthly compensation at the time of termination, during the time the non-compete undertaking applies, however not for more than 12 months following termination of employment.

Criteria for awarding variable cash remuneration, etc.

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the Company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The Board of Directors is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the remuneration committee is responsible for the evaluation.



Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for all employees of the Company have been taken into account.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a remuneration committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The members of the remuneration committee are independent in relation to the Company and its executive management. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Remuneration to members of the Board of Directors

If a board member is employed by the Company, remuneration to such board member shall be paid in accordance with these guidelines. Board members employed by the Company shall not receive additional remuneration for a board assignment in the Company or in a group company.

If a board member (who is not employed by the Company) performs work for the Company that is not board related, market-based remuneration shall be paid, taking into account the nature of the work and the work effort. Such remuneration shall be resolved by the Board of Directors (or, if required by the Swedish Companies Act, the general meeting).

Derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the remuneration committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.



Item 12 – Proposal on resolution on authorization for the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles

The Board of Directors of the Company proposes that the annual general meeting authorizes the Board of Directors to, on one or several occasions during the period until the next annual general meeting, resolve on new issue of shares, warrants and/or convertibles in the Company. The total number of shares that may be issued by virtue of the issue authorization may correspond to a maximum of 20 percent of the total number of outstanding shares in the Company at the time of the annual general meeting. The Board of Directors shall be able to resolve on a new issue of shares, warrants and/or convertibles with preferential rights and/or with deviation from the shareholders' preferential rights and/or with a provision on contribution-in-kind, set-off or otherwise with conditions.

Issue in accordance with this authorization shall be conducted on market terms. The Board of Directors shall have the right to determine the other terms and conditions for issues in accordance with this authorization and who shall have the right to subscribe for the new shares, warrants and/or convertibles. The reason for the Board of Directors to be able to resolve on issues with deviation from shareholders' preferential rights and/or with a provision on contribution-in-kind and set-off or otherwise with conditions as above is that the Company shall be able to issue shares, warrants and/or convertibles in connection with acquisitions of companies or operations, and be able to carry out issues on the capital market for the purpose of raising capital to the Company.

Item 13 – Proposal on resolution to amend the articles of association

In light of the Company only having one share class issued, the Board of Directors of the Company proposes that the annual general meeting resolves on amendments of the articles of association so that the current § 6 regarding share classes is removed, meaning that the Company shall only have one share class with one vote per share. Furthermore, it is proposed to insert a new § 10 which allows for the Board of Directors to collect powers of attorney in accordance with the procedure described in chapter 7, section 4, of the Swedish Companies Act and for the Board of Directors to decide that the shareholders shall be able to exercise their right to vote by post before the general meeting, as follows:



Proposed wording

§ 10 Collection of powers of attorney and voting by post

The Board of Directors may collect powers of attorney in accordance with the procedure described in chapter 7, section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors has the right before a general meeting to decide that shareholders shall be able to exercise their right to vote by post before the general meeting.

MISCELLANEOUS

Majority requirements

The resolutions under items 12-13 are valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

Shareholders' right to request information

The Board of Directors and the CEO 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, circumstances that may affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relationship to another group company and the consolidated financial statements. A request for such information shall be made in writing to EverySport Media Group AB, P.O. Box 3619, SE-103 59 Stockholm, Sweden, Att: Alexander Rödström (mark the envelope with "Annual general meeting 2021"), or by e-mail to alexander.rodstrom@esmg.se (put "Annual general meeting 2021" as the heading) no later than 14 May 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, no later than 19 May 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 4,633,346 class A shares in the Company with 10 votes each, thus a total of 46,333,460 votes.



Documentation available

The accounting documents, the auditor's statement and other documents that shall be made available pursuant to the Swedish Companies Act 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, no later than three weeks prior to the annual general meeting, i.e. no later than 3 May 2021. The documentation is also sent without a charge to shareholders who so request and state their postal address. The documents are presented by being available at the Company and on the Company's website.

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>.

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