

**Beretning om begivenheder af særlig betydning for selskabets stilling, og redegørelse for selskabets økonomiske stilling, jf. selskabsloven § 156 stk. 2, nr. 2, og §119.**

Bestyrelsen i 5th Planet Games A/S, CVR nr. 33 59 71 42 ("Selskabet") har til brug for den ekstraordinære generalforsamling den 27. november 2019 udarbejdet denne beretning.

Følgende begivenheder af særlig betydning for Selskabets stilling har fundet sted siden aflæggelse af Selskabets koncern-årsrapport per 31. december 2018:

-Underskud for perioden 1. januar – 30. juni 2019 på DKK 10,7 millioner.

-Cash flow fra driften for perioden 1. januar – 30. juni 2019 på DKK -10,4 millioner.

-Cash flow fra investeringer for perioden 1. januar – 30. juni 2019 på DKK -3,6 millioner forårsaget af udviklingsaktiviteter.

-Cash flow fra finansiering for perioden 1 januar – 30. juni 2019 på DKK 3,5 millioner primært som følge af emission.

-Likviditetsberedskab pr. 30. juni 2019 var på DKK 8,6 millioner.

-Foretaget en kapitaludvidelse uden fortegningsret for eksisterende aktionærer i maj 2019 på DKK 3,8 millioner (7,5 millioner aktier) med et brutto provenu på DKK 4,0 millioner.

Der er ikke indtruffet begivenheder af væsentlig betydning for Selskabets stilling siden 30. juni 2019 bortset fra:

Der er optaget konvertible lån med i alt NOK 7,8 mio. DKK i henhold til aftalen med Formue Nord Fokus A/S i henhold til oplysninger på Selskabets hjemmeside og udsendte børsmeddelelser.

Primo november 2019 har Selskabet, som følge af

**Report about events of major importance to the company's position, and on the company's financial situation, cf. sections 156 (2) and 119 of the Danish Companies Act.**

The Board of Directors of 5th Planet Games A/S, CVR no. 33 59 71 42 (the "Company") has in connection with the extraordinary general meeting to be held on 27 November 2019 prepared the following report.

The following events of major importance to the Company's position have occurred after the presentation of the Company's group annual consolidated report of 31 December 2018:

-Net loss in the period 1 January to 30 June 2019 reached DKK 10.7m.

-Operating cash flow in the period 1 January to 30 June 2019 reached DKK -10.4m.

-Cash flow from investment activities in the period 1 January to 30 June 2019 reached DKK -3.6m mainly due to development activities.

-Cash flow from financing activities in the period 1 January to 30 June 2019 reached DKK 3.5m mainly due to the rights issue.

-Cash position at 30 June 2019 was DKK 8.6m.

-Carried out a private placement without subscription rights for existing shareholders in May 2019, which increased the share capital by DKK 3.8m (7.5m shares) and raised total gross proceeds of DKK 4.0m.

No events of major importance to the Company has occurred after 30 June 2019 besides:

Convertible loans of DKK 7.8m have been established according to agreement with Formue Nord Fokus A/S as informed on the Company's website and announcements to the stock exchange.

Start November 2019 the Company has, as a

<p>den skuffende lancering af Dawn 2, fortaget nedskrivningstest som medfører nedskrivning med ca. DKK 15,5 millioner på immaterielle aktiver vedrørende aktiviteten i Rocklin.</p> <p>Som følge af ovenstående begivenheder, har bestyrelsen konstateret, at Selskabet er omfattet af reglerne om kapitaltab, jf. selskabslovens §119, da Selskabets egenkapital udgør mindre end halvdel af den udstedte og tegnede kapital.</p> <p>Bestyrelsen forventer, at Selskabet har reableret sin selskabskapital efter nedsættelse af selskabskapitalen, som fremsat i forbindelse med punkt 2 på dagsordenen, og den forventede konvertering af de konvertible lån.</p>	<p>consequence of the disappointing performance of Dawn 2, updated the impairment test resulting in a impairment loss of DKK 15.5m on non-current assets concerning the activities in Rocklin.</p> <p>As a consequence of the events described above, the Board of Directors has determined that the Company is covered by the rules on capital loss, cf. section 119 of the Danish Company Act, as the Company's equity is less than half of the Company's issued and subscribed capital.</p> <p>The Board of Directors expects that the Company has reestablished its equity after reduction of its share capital, as proposed in connection with item 2 on the agenda, and the expected conversion of the convertible loan.</p>
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Copenhagen, 4 November 2019

**Board of Directors**

Jesper Theill Eriksen  
Chairman

Caspar Rose  
Deputy Chairman

Kevin Terkelsen