

## **UNITED COMMUNICATIONS PARTNERS, INC.**

### **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON OCTOBER 28, 2019**

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of United Communications Partners Inc., a Nevada corporation (“the Company”). The meeting will be held at Hovslagargatan 5, 111 48 Stockholm, Sweden, on October 28, 2019 at 15:00 pm., local time, for the following purposes:

1. To elect 4 directors to service for the ensuing year and until their successors are elected;
2. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is October 4, 2019. Only Stockholders of record at the close of business on that date may vote at the meeting on any adjustment thereof.

By Order of the Board of Directors

Niclas Fröberg  
Chief Executive Officer

Stockholm, Sweden,  
October 11, 2019

## **YOUR VOTE IS IMPORTANT**

THIS PROXY STATEMENT IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE COMPANY, ON BEHALF OF THE BOARD OF DIRECTORS, FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS. THE PROXY STATEMENT AND THE RELATED PROXY FORM ARE BEING DISTRIBUTED ON OR ABOUT OCTOBER 11, 2019. YOU CAN VOTE YOUR SHARES USING ONE OF THE FOLLOWING METHODS:

- COMPLETE AND RETURN A WRITTEN PROXY CARD, OR
- VOTE VIA INTERNET, CODE PROVIDED ON THE PROXY CARD, OR
- ATTEND THE COMPANY'S 2019 ANNUAL MEETING OF STOCKHOLDERS AND VOTE.

ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE MEETING. HOWEVER, TO ENSURE YOUR REPRESENTATION AT THE MEETING, YOU ARE URGED TO MARK, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE POSTAGE-PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE OR VOTE VIA INTERNET. ANY STOCKHOLDER ATTENDING THE MEETING MAY VOTE IN PERSON EVEN IF HE OR SHE HAS RETURNED A PROXY CARD.

THE ENCLOSED PROXY STATEMENT IS AVAILABLE AT [WWW.UPCWORLD.COM](http://WWW.UPCWORLD.COM).

## **UNITED COMMUNICATIONS PARTNERS, INC.**

### **PROXY STATEMENT FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS**

#### **GENERAL INFORMATION**

This proxy statement contains information related to the 2018 Annual Meeting of Stockholders (“Annual Meeting”) of United Communications Partners, Inc., a Nevada corporation (“we”, “us”, “our”, or “the Company”), to be held at Hovslagargatan 5, 111 48 Stockholm, Sweden on October 28, 2019 at 15:00 pm, local time, and at any postponements or adjournments, thereof. The approximate date of mailing for this proxy statement is October 11, 2019. You are invited to attend the Annual Meeting, and we request that you vote on the proposals described in this Proxy Statement. You do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card.

#### **Record Date**

Our Board of Directors has set October 4, 2019 as the record date (the “Record Date”) for the Annual Meeting.

Only holders of record of the Company’s Common Stock, \$0.001 par value per share (the “Common Stock”) at the close of business on the Record Date will be entitled to notice of, and to vote at, the Annual Meeting or at any adjournment or postponements thereof.

On the Record Date there were 1,617,887,264 shares of Common Stock issued and outstanding. Each stockholder is entitled to one vote for each share of Common Stock registered in his or her name on the record date.

#### **Quorum**

A quorum of stockholders is necessary to hold a valid meeting. Our Bylaws provide that 33 1/3% of the issued and outstanding shares of common stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

#### **Voting by Proxy**

If your shares are registered directly in your name with VStock Transfer, LLC, our transfer agent, you are considered a stockholder of record. As a stockholder of record at the close of business on the Record Date, you can vote in person at the Annual Meeting or you can provide a proxy to be voted at the meeting by signing and returning the enclosed proxy card. If you submit a proxy card, we will vote your shares as you direct. If you submit a proxy card without giving specific voting instructions, those shares will be voted as recommended by the Board of Directors, which means your shares will be voted “For” all the nominees to the Board of Directors in Proposal I. If any other matter is properly presented at the Annual Meeting, your proxy (i.e., one of the individuals named on your proxy card) will vote your shares using their best judgement.

If your shares are held in a stock brokerage account or otherwise by a nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to “discretionary” items, but not with respect to “non-discretionary” items.

Discretionary items are proposals considered routine under the rules of the New York Stock Exchange on which your broker may vote shares held in street name in the absence of your voting instructions. On non-discretionary items for which you do not give your broker instructions, the shares cannot be voted and will be treated as broker non-votes.

### **Required Vote**

#### **Proposal I – Election of Directors**

Directors are elected by a plurality of the affirmative votes cast by those shares of Common Stock present, either in person or represented by proxy, and entitled to vote at the Annual Meeting. Broker non-votes will count towards the quorum but will have no effect on the outcome of the vote. Stockholders do not have the right to cumulate their votes for directors.

#### **Revocation of Proxy**

Your execution of the enclosed proxy will not affect your right as a stockholder to attend the Annual Meeting and to vote in person. Any stockholders giving a proxy has the right to revoke it at any time by either (i) a later-dated proxy, (ii) a written revocation sent to and received by the Secretary of the Company prior to the Annual Meeting, or (iii) attendance at the Meeting and voting in person. If your shares are held in street name, you must follow the instructions provided by your broker or bank.

#### **Cost of Proxy Solicitation**

We will pay for the entire cost of soliciting proxies by our Board of Directors. In addition to the solicitation of proxies by mail, solicitation may be made personally or by telephone or electronic communication by our directors, officers and employees, none of whom will receive additional compensation for these services. We will reimburse brokers and other nominees for their reasonable out-of-pocket expenses incurred in connection with distributing forms of proxies and proxy materials to the beneficial owners of our Common Stock.

## **PROPOSAL I**

### **ELECTION OF DIRECTORS**

There are four nominees for election to the Company's Board of Directors. The names of the persons who are nominees for director and their positions and offices with the Company are set forth in the table below. Each director to be elected will hold office until the 2020 annual meeting of stockholders and until his or her successor is elected and duly qualified, or until such director's earlier death, resignation or removal.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the Annual Meeting. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the four nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee as the Board of Directors may propose. Each of the nominees listed below has been nominated for and has agreed to stand for election and the Board has no reason to believe that any nominee will be unable to serve.

The following table provides information regarding each nominee to our Board of Directors:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Niclas Fröberg	54	Chief Executive Officer
Lars Bönnelyche	55	Secretary/Investor relations
Lars Blomberg	63	Chairman
Kenneth S. Rosenthal	49	Chief Marketing Officer

#### **Niclas Fröberg**

Niclas Fröberg was appointed Chief Executive Officer of United Communications Partners on September 20, 2010. Mr. Fröberg was appointed to our board of directors on March 15, 2011. He began his media career in 1990 at TV3, where he started as responsible for sales in the TV program "Wheel of Fortune" into the Scandinavian market. In 1995, Mr. Fröberg joined media agency Scandinavian Media Consultant, where he became Chief Executive Officer and later, owner. Four years later, WPP and Mindshare acquired Scandinavian Media Consultant. During 1999 to 2006, Mr. Fröberg worked as Nordic Chief Executive Officer of Mindshare leading over 150 people and \$250 million media buying. In 2007, Mr. Fröberg became a cofounder, together with Carl Johan Grandinson and Jacob De Geer, of Tre Kronor Media/United Media Nations, a media agency focused on sales and performance-based marketing.

Mr. Fröberg's business experience is summarized below:

- 2007: Co-founder of Tre Kronor Media
- 2005: Board member of the Swedish Council of Media Agencies
- 2002: Chairman of the Swedish Sponsorship and Event Association
- 1999-2006: Nordic Chief Executive Officer and owner of Mindshare
- 1995: Chief Executive Officer and owner of Scandinavian Media Consulting

Mr. Fröberg has several times been international/national jury member in awards, for example in Media Lion Cannes 2008 and Gulddägget 2008. Mr. Fröberg has a Bachelor's Degree of Economics and Marketing, Stockholm University.

Mr. Fröberg presently devotes his full business time to our business.

### **Lars Bönnelyche**

Mr. Bönnelyche has more than two decades of increasing experience at the C-Suite level and the areas of Management, Sales, Marketing, Startup launches, Digital Content, and Entertainment. Lars has held key governance roles at companies such as Mindshare, RSM Rocket Science Media, MedEnt and TV3. In fact, over a seven year period at TV3 Sweden, a television channel targeted at a Swedish language audience and owned by Viasat (part of the Swedish media conglomerate earlier called Modern Times Group, from spring 2018 called Nordic Entertainment Group), Lars was responsible for the negotiations of top TV deals. Prior to Lars' entry into the media industry, he served as a lieutenant in the Swedish Royal Navy Reserves for almost five years.

Mr. Bönnelyche continually receives accolades from members of the advertising community who recognize his contributions. Some awards received over the years include:

- the 2015 Stockholm Media Award for Agency of the Year
- the 2009 Silver Stockholm Media Award
- the 2008 Grand Prix Cannes Media Lions Award
- the 2008 Gold Stockholm Media Award
- the 2006 The Golden Egg (PokerStars)
- the 2006 "Media Personality of the year in Europe"
- the 2005 Golden Hammer
- the Grand Prix (OLW)
- the Gold (OLW) & Silver (Nike) 2005 Metro Global Print Awards(Dove) and
- the 2004 Silver Stockholm Media Awards (Volvo)

### **Lars Blomberg**

Lars is a veteran in the advertising industry. He founded the Swedish advertising agency 'Sexton87', which later was acquired by Ogilvy & Mather, and then became the Chairman and Chief Executive Officer of Ogilvy Sweden and Ogilvy Nordic, which he headed to become the largest advertising group in the Nordic countries. Lars also participated in the launch of Mindshare in the Nordic markets and was Chairman during 1999-2005. Lars was also on the Board of Directors of the publicly listed Company Zodiak Television during 2004-2008, among many other Board assignments. After leaving Ogilvy in 2005, Lars started the investment firm BBE Group, who has since then invested in a large number of small companies and start-ups in the Nordic Market. Among other qualifications, Lars brings to the Board executive leadership experience, including wide experiences of corporate mergers and acquisitions, along with extensive brand marketing experience.

**Kenneth S. Rosenthal**

Kenneth S. Rosenthal has served the marketing and media profession for over 20 years. His extensive background includes advertising work for Fortune 500 clients such as Ralph Lauren, Campbell's Soup, and Neutrogena. Ken has a BBA in Banking & Finance and a Juris Doctorate from law school. In recent years, as Director of Marketing, his responsibilities have expanded to include top-tier innovative strategic legal marketing, social media and business education lectures. Among other qualifications, Ken lived in Sweden, where he was a global business developer, having consulted with leading financial services, publishing, and electronics' clients throughout Scandinavia and Eastern Europe, including the well-known Swedish companies Bonnier and Skandia. Based in New York, Ken brings to the Board a valuable and unique perspective due to extensive experience in brand marketing and management of international client operations, both from a marketing and legal perspective.

**Term of Office**

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our Board of Directors and hold office until removed by the board.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL OF THE NOMINEES IN PROPOSAL I**

## **CORPORATE GOVERNANCE**

### **Meetings of the Board of Directors**

The Board of Directors has formally met four times during 2018

We expect all of our directors to attend the 2019 Annual Meeting of Stockholders. We do not maintain a formal policy regarding director attendance at our annual meeting of stockholders.

### **The Board's Role in Risk Oversight**

The Board of Directors has an active role in overseeing management of the Company's risks. The Board regularly reviews information regarding the Company's credit, liquidity, financial condition and operations, as well as the risks associated with each.

### **Stockholder Communications with the Board of Directors**

Stockholders may contact members of the Board of Directors by writing to them care of United Communications Partners, Inc.

Box 3061  
103 61 Stockholm  
SWEDEN  
Attention: Secretary, Lars Bönnelyche

The Secretary will forward correspondence to the directors from time to time.

### **Code of Ethics**

We have not adopted a formal code of ethics statement.

The Board of Directors evaluated the business of the Company and the number of employees and determined that since the business is operated by a small number of persons who are also the officers and directors and many of the persons employed by the Company are independent contractors, general rules of fiduciary duty and federal and state criminal, business conduct and securities laws are adequate ethical guidelines.

### **Report of the Audit Committee**

The Board of Directors oversees the Company's financial reporting process in lieu of a separately standing audit committee. The Board of Directors discussed and reviewed the financial statements included in the financial statements for the year ended December 31, 2018 with management.



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information as of October 4, 2019, regarding the beneficial ownership of our common stock by:

- each person who is known by us to beneficially own more than 5% of our shares of common stock; and
- each named executive officer, each director and all of our directors and executive officers as a group.

The number of shares beneficially owned, and the percentage of shares beneficially owned are based on 1,617,887,264 shares of common stock outstanding as of October 4, 2018. Each shareholder listed below possesses sole voting and investment power with respect to the shares shown. The address of our directors and officers is Hovslagargatan 5, Box 3061, 103 61 Stockholm, Sweden.

For the purposes of the information provided below, shares that may be issued upon the exercise or conversion of options, warrants and other rights to acquire shares of our common stock that are exercisable or convertible within 60 days following October 4, 2018, are deemed to be outstanding and beneficially owned by the holder for the purpose of computing the number of shares and percentage ownership of that holder, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Name and address of beneficial owner	Number of Shares Beneficially Owned	Percentage of Class
Håkan Jerner, Managing Director of Tre Kronor Media AB	102,514,685 Shares	6,336%
<b>Directors and Officers:</b>		
Niclas Fröberg, Chief Executive Officer and Director	568,228,343 Shares	35.122%
Lars Bönnelyche, Secretary	552,273,521 Shares	34,135%
<b>Directors and Officers as a group</b>	<b>1,120,501,864 Shares</b>	<b>69,257%</b>

### Changes in Control

We are unaware of any arrangement, the operation of which may at a subsequent date result in a change of control of our company.

## **DIRECTOR COMPENSATION**

### **Compensation of Directors**

In the fiscal year 2018 we have paid director fees to non-management directors of the board, Mr. Blomberg and Mr. Rosenthal, in order to compensate them for the time committed to the Company and performing their duties as directors.

Directors who also serve as members of our management team as executive officers are compensated separately for the services that they provide to us and to our subsidiaries pursuant to separate executive compensation arrangements. We anticipate that we will not pay directors who serve as members of our management team any director fees in addition to their executive compensation arrangements solely for acting as one of our directors.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

None of the following parties has, since the beginning of our last fiscal year or during the preceding fiscal year, had any material interest, direct or indirect, in any transaction in which the amount involved exceeded the lesser of \$120,000 or one percent of our average total assets at year-end for the last two completed fiscal years:

- Any of our directors or officers;
- Any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our outstanding shares of common stock;
- Any member of the immediate family (including spouse, parents, children, siblings, step-parents, step-children and in-laws) of any of the above persons or any person (other than a tenant or employee) sharing the household of any of the above persons.

## **OTHER MATTERS**

Our Board of Directors does not know of any other matters that are to be presented for action at the Annual Meeting other than those described in this Proxy Statement. Should any other matter come before the Annual Meeting, however, the persons named in the enclosed proxy will have discretionary authority to vote all proxies with respect to such matter in accordance with their judgment.

By Order of the Board of Directors

Niclas Fröberg  
Chief Executive Officer

October 11, 2019