

**MEDIA AND GAMES INVEST SE (SE 15)**

**168, ST CHRISTOPHER STREET**

**VALLETTA VLT1467**

**MALTA**

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### **Notice and Agenda of the Extraordinary General Meeting**

**NOTICE** is hereby given to all members of Media and Games Invest SE (SE 15) (the “**Company**” or “**MGI**”) that the Company will be holding an Extraordinary General Meeting on the 1 November 2022 at 10:00 (CET) at 168, St Christopher Street, Valletta, VLT 1467, Malta (the “**Meeting**”).

#### **Purpose of the Meeting**

- At the Company’s annual general meeting held on 15 September 2022 (the “**AGM**”), the Board of Directors proposed the adoption of three (3) extraordinary resolutions, in relation to:
  - (i) the change in name of the Company from Media and Games Invest SE to ‘MGI - Media and Games Invest SE’ and to approve the new Memorandum and Articles of Association of the Company to effect this change;
  - (ii) the approval of a transfer proposal for the re-domiciliation of the Company from Malta to Sweden and to approve the new statutes of the Company to be adopted following its re-domiciliation and upon its registration as a Swedish company; and
  - (iii) to authorize the Board of Directors to issue shares, options, warrants and convertibles in the Company;

(collectively referred to as the “**Extraordinary Resolutions**”).

- In order to be passed at the AGM, the Extraordinary Resolutions, in terms of article 39 of the Company’s articles of association (the “**Articles**”), were required to be passed by (i) a member or members holding in the aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the AGM and (ii) a member or members holding in the aggregate at least 51% in nominal value of all the shares entitled to vote at the AGM.
- Only the first of the two aforementioned majorities was obtained at the AGM, in respect of each of the Extraordinary Resolutions. In this regard, Article 39 of the Articles provides that if one of the two required majorities for the passing of an extraordinary resolution, but not both, are met, another meeting shall be convened within thirty (30) days to take a fresh vote on the proposed resolution, at which meeting the resolution may be passed by a member or members holding in the aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the meeting. Alternatively, if more than half in nominal value of all the shares having the right to vote at the meeting are represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.
- Accordingly, the Meeting is hereby being convened in order to take a fresh vote on the Extraordinary Resolutions, which are once again being proposed by the Board and which may be passed in accordance with the revised majority requirements set out in the preceding paragraph.
- Additionally, the Company is re-proposing for shareholder approval revised versions of the following ordinary resolutions that were originally proposed in but withdrawn from the agenda for the AGM (as set out in the Agenda of the Meeting below):

- (i) Resolution to adopt the principles and instructions for the nomination committee; and
  - (ii) Resolution on the ESOP program.
- The Board of Directors is also proposing the adoption of a new ordinary resolution regarding the appointment of the Company's auditors for FY 2023, as set out in the Agenda of the Meeting below.

### General Instructions and Record Date

- As the Company's shares ("**Shares**") are listed on Nasdaq First North Growth Market Premier in Sweden and the Scale segment of the Frankfurt Stock Exchange in Germany, which markets are affiliated with different central securities depositories ("**CSDs**"), namely Euroclear Sweden AB ("**Euroclear**") and Clearstream Banking AG ("**Clearstream**") respectively, shareholders are required to follow different procedures to participate at the Meeting (whether in person or by proxy). Shareholders whose Shares are held through Euroclear are required to follow instructions marked in **RED**, while shareholders whose Shares are held through Clearstream or through any other CSD are required to follow the instructions marked in **BLUE**. Instructions not marked in any colour apply to all Shareholders, irrespective of the CSD through which the relevant Shares are held. Shareholders who hold Shares through multiple CSDs will need to follow the relevant instructions in respect of the relevant CSD through which each particular block of Shares is held. Shareholders who are unsure as to the procedures to be followed should seek the advice of their custodian/s or nominee/s.
- To be entitled to attend and vote at the Meeting (in person or by proxy) and for the Company to be able to determine the number of votes that may be cast, a shareholder must be entered in the Company's register of members maintained by Euroclear, or must otherwise be indicated as a holder of Shares in the register or records maintained by Clearstream (or any other relevant CSD), as applicable, as at **3 October 2022 (the "Record Date")**.
- Shareholders whose Shares are registered in the name of a custodian or nominee may be required by their respective custodian/s or nominee/s to temporarily re-register their Shares in their own name in the relevant register of members to be entitled to attend and vote (in person or by proxy) at the Meeting. Re-registration would need to be effected by the Record Date. Shareholders should therefore liaise with and instruct their custodian/s or nominee/s well in advance.

### Instructions for Attendance (In-Person or by Proxy) and Voting

- To attend and vote at the Meeting in person, shareholders are required to complete the "*Shareholder Details*" AND "*Section 1 – Attendance Form*" sections of Attendance / Proxy Form, which form is available on the Company's website at: <https://mgi-se.com/egm-2022/>.
- A shareholder is also entitled to appoint one or more proxies to attend the Meeting (i.e. in person attendance by the proxy) and vote on the shareholder's behalf by completing the "*Shareholder Details*" AND "*Section 2 – Proxy Form*" sections of Attendance / Proxy Form (available on the Company's website at: <https://mgi-se.com/egm-2022/>). A proxy need not be a shareholder of the Company. Where the shareholder is an individual, the form must be signed by her/him. Where the shareholder is a corporation, the form must be signed by a duly authorised officer of the corporation and a certified copy of a certificate of registration (or similar document evidencing the signatory right of the officer signing the form) must be submitted together with the signed form. Shareholders appointing a proxy must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the Attendance / Proxy Form.

- Shareholders whose Shares are held through Euroclear must submit their signed Attendance / Proxy Form (and, if applicable certified copies of certificates of registration or similar), **by no later than the Record Date**, to Euroclear by mail to: Media and Games Invest SE, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com)
- Shareholders whose Shares are held through Clearstream (or any other CSD) should consult their custodian or nominee about the process they must follow in order to submit their signed Attendance / Proxy Form (and, if applicable certified copies of certificates of registration or similar) and should, in any case, ensure that their Attendance / Proxy Form is submitted to the relevant CSD **by no later than the Record Date** for processing and onward transmission to the Malta Stock Exchange (as 'issuer CD').
- **DUE TO UNPREDICTABLE COVID-19 TRAVEL AND OTHER RESTRICTIONS THAT MAY BE IN PLACE ON OR AROUND THE DATE OF THE MEETING, SHAREHOLDERS OR THEIR PROXIES MAY FIND THEMSELVES UNABLE TO TRAVEL AND ATTEND THE MEETING IN PERSON. ACCORDINGLY, SHAREHOLDERS ARE STRONGLY ENCOURAGED NOT TO ATTEND THE MEETING IN PERSON BUT TO, INSTEAD, VOTE ON ALL PROPOSED RESOLUTIONS IN ADVANCE BY APPOINTING THE CHAIRMAN OF THE MEETING AS THEIR PROXY AND COMPLETING THE VOTING INSTRUCTIONS SHEET ATTACHED TO THE ATTENDANCE / PROXY FORM.**
- The Company will be broadcasting the Meeting on its website at: <https://mgi-se.com/shareholder-meeting/>. It is important to note that Shareholders who choose to follow the Meeting on the Company's website will not be deemed to be present at the Meeting and, accordingly, will NOT be able to vote and/or speak at the Meeting and will not be counted towards the quorum. Accordingly, any Shareholder who wishes to attend and/or vote at the Meeting must follow the instructions set out above]

Shareholders must follow the Attendance / Proxy Form submission instructions and the deadline set out above. Note for CSDs only: Aggregated proxy data processed by Euroclear, Clearstream or any other CSD must be sent by the relevant CSD and received by the Malta Stock Exchange (as 'issuer CSD') by no later than 25, October 2022. The Company must receive aggregated proxy data processed by the Malta Stock Exchange by e-mail at [EGMregistration@mgi-se.com](mailto:EGMregistration@mgi-se.com) before the time appointed for the Meeting and any proxy data which is not received in time shall not be treated as valid.

### **Right to Ask Questions**

Each shareholder shall have the right to ask questions which are pertinent and related to items on the agenda of the Meeting to the Company by e-mail to [questions@mgi-se.com](mailto:questions@mgi-se.com) by no later than one hundred (100) hours before the starting time appointed for the Meeting. Any questions sent to the Company must be accompanied by adequate proof that the sender is indeed a shareholder of the Company. The Company shall provide an answer to such questions (1) at the Meeting, unless the Company is unable to provide an immediate reply at short notice or answering such question would interfere unduly with the preparation for the meeting OR, if the questions are not answered at the Meeting, (2) on its website within forty-eight (48) hours from the Meeting. The Company may choose to provide an overall answer to questions having the same content. This right to ask questions shall be subject to any reasonable measures (to be determined by the Company in its sole discretion) that the Company may take to ensure the identification of the relevant shareholder/s who have submitted questions to the Company.

### **Personal Data**

All information submitted by shareholders in connection with attendance notifications and proxies and asking questions will be computerised and used exclusively for the Meeting. For those Shareholders whose Shares are held through Euroclear, more information on how your personal data is processed can be found in Euroclear's privacy notice at: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

### **Agenda**

## **General**

1. Opening of the Meeting
2. Appointment of the Chairman of the Meeting
3. Drawing up and approval of voting list
4. Determination of quorum and whether the Meeting has been duly convened
5. Approval of the agenda
6. Response to Questions from Shareholders (if any)

## *Ordinary resolutions*

7. Resolution to adopt principles and instructions for the nomination committee;
8. Resolution on the ESOP; and
9. Approve the appointment of Deloitte Sweden AB as Auditors of the Company for FY 2023, effective from the date the Company's registration as a Swedish company (pursuant to agenda item 11 below), and to authorize the Board of Directors to fix their remuneration.

## *Extraordinary Resolutions*

10. Extraordinary Resolution to approve the change in name of the Company from Media and Games Invest SE to 'MGI - Media and Games Invest SE' and to approve the new Memorandum and Articles of Association of the Company to effect this change;
11. Extraordinary Resolution to approve a transfer proposal for the re-domiciliation of the Company from Malta to Sweden and to approve the new statutes of the Company to be adopted following its re-domiciliation and upon its registration as a Swedish company; and
12. Extraordinary Resolution to authorize the Board of Directors to issue shares, options, warrants and convertibles in the Company.

## **Information on Proposed Resolutions**

### **Agenda item 7: Resolution to adopt principles and instructions for the nomination committee**

It is proposed that the following principles for the appointment of the nomination committee and the following instruction for the nomination committee are adopted.

#### *i) Principles for the appointment of the nomination committee*

The nomination committee shall prior to an annual general meeting be composed of (i) representatives of the three largest shareholders (including any group of shareholders who act in concert in the governance of the Company, and references to shareholders below shall cover such groups of shareholders as applicable) of the Company in terms of voting rights, who are registered in the share register maintained by Euroclear Sweden AB, or when applicable, other central securities depositories or other evidence of such shareholding which is acceptable to the Company, as of the last trading day in August each year and (ii) the chairman of the Board of Directors, who shall also convene the nomination committee to its first meeting. If the chairman of the Board of Directors is the CEO or another member of the Company's management, he or she may not be a part of the nomination committee. In such cases, another director shall replace the chairman of the Board of Directors in the nomination committee.

The nomination committee shall meet the requirements of composition set out in the Swedish Code of Corporate Governance (the "Code"). If the larger shareholders who have the right to appoint members of the nomination committee wish to appoint persons with the consequence that the requirements of composition

provided in the Code are not met, the first choice of the larger shareholder shall have precedence over a smaller shareholder. When appointing a new member, the shareholder who shall appoint the new member shall consider the composition of the current nomination committee in terms of the Code.

Should any of the three largest shareholders abstain from their right to appoint a member of the nomination committee, the right to appoint a member shall pass to the next shareholder in line that does not already have the right to appoint a member of the nomination committee. However, the procedure shall only continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

The names of the members of the nomination committee and of the shareholders they represent shall normally be made public on the Company's website at the latest six months prior to the annual general meeting. At this convening, the nomination committee shall appoint a chair amongst its members. The mandate period of the nomination committee shall extend until the next nomination committee is appointed. Changes in the composition of the nomination committee shall be made public on the website of the Company as soon as they have occurred.

If a change in the Company's ownership structure occurs after the last trading day in August but before the date which occurs six months ahead of the forthcoming annual general meeting, and if a shareholder, due to or after this change, becomes one of the three largest shareholders in terms of voting rights, who are registered in the share register of the Company or when applicable, other central securities depositories or other evidence of such shareholding which is acceptable to the nomination committee, makes a request to the chair of the nomination committee to be part of the nomination committee, the shareholder shall have the right, in the discretion of the nomination committee, either to appoint an additional member of the nomination committee or to appoint a member who shall replace the member appointed by the shareholder representing the least number of votes in the nomination committee following the changes in the Company's ownership structure.

A shareholder who has appointed a member of the nomination committee has the right to dismiss the member and appoint a new member. If such an exchange takes place, the shareholder shall without delay give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who shall be exchanged, to the chairman of the Board of Directors). The notification shall contain the name of the dismissed member and the person who shall replace him as member of the nomination committee.

A member who prematurely resigns from his task shall give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who resigns, to the chairman of the Board of Directors). In such case, the nomination committee shall without delay call upon the shareholder who has appointed the member to appoint a new member. If a new member is not appointed by the shareholder, the nomination committee shall offer other larger shareholders with respect to votes, to appoint members of the nomination committee. Such offer shall be made in order of priority to the largest shareholders with respect to voting rights (that is, first to the largest shareholder with respect to voting rights who has not already appointed a member of the nomination committee or previously abstained from the right to do so, thereafter to the second largest shareholder with respect to voting rights who has not already appointed a member of the nomination committee or previously abstained from the right to do so etc.). The procedure shall continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

No remuneration is to be paid to members of the nomination committee. The company shall, however, defray all reasonable expenses that are required for the work of the nomination committee.

*ii) Instructions for the nomination committee*

The members of the nomination committee are to promote the common interests of all the shareholders of the Company and are not to reveal the content or details of any discussion held during the nomination committee meetings unduly. Each member of the nomination committee is to consider carefully whether there are any conflicts of interest or other circumstances that make their service on the nomination committee inappropriate before accepting the assignment to form part of the nomination committee.

The nomination committee shall fulfil the tasks set out in the Code and shall, when applicable, present proposals to an upcoming general meeting for:

- (a) the election of the chairman of the meeting;
- (b) the number of directors elected by the general meeting;
- (c) the election of the chairman and members of the Board of Directors;
- (d) the fees and other remuneration of elected members of the Board of Directors and of the members of the committees of the Board of Directors;
- (e) the election of the auditor(s);
- (f) the remuneration of the auditor(s); and
- (g) principles for the composition of the nomination committee including any changes to the instructions to the nomination committee.

The nomination committee shall apply item 4.1 in the Code regarding the diversity policy, whereby the nomination committee shall take into account that the Board of Directors, with regard to the Company's operations, development stage and other conditions, shall have an appropriate composition, characterised by versatility in respect to the competence, experience, geographic coverage and background of the members elected a general meeting. Furthermore, the nomination committee shall work with the goal of achieving an even gender distribution on the Board of Directors.

The nomination committee has the right, at the Company's reasonable expense, to engage external consultants whom the nomination committee considers necessary to fulfil its task.

#### **Agenda item 8: Resolution on the ESOP**

The ESOP program in short

MGI has, through resolutions by the Board of Directors, in April 2020, January 2021 and February 2022 adopted an employee stock option program directed to approximately 50 key employees of MGI ("**ESOP**"). In order to facilitate the ESOP, MGI has resolved to grant to Bodhivas GmbH, which is owned by the largest shareholder of MGI ("**Bodhivas**") the right to subscribe for up to 15 million Ordinary A Shares. Under the ESOP, Bodhivas has corresponding obligations towards the participants to deliver Ordinary A Shares in accordance with the terms of the ESOP (the right to receive Ordinary A Shares from Bodhivas is referred to as "phantom stock"). Bodhivas has further (i) undertaken towards the participants to pay out the upside value between strike price and exercise value at the moment of exercise and to deliver this value either in Ordinary A Shares or in cash and (ii) undertaken towards MGI to manage the ESOP program and (iii) formally agreed that in relation to this ESOP program, any profit by Bodhivas is for the benefit of MGI and any loss incurred by Bodhivas is to be borne by MGI (i.e., Bodhivas only facilitates the implementation of the ESOP program but does not have any economic interest in the ESOP program).

Options under the ESOP can be exercised from May 1, 2024, at the earliest, until December 31, 2030. There are currently two different programs which differ primarily in terms of start date and strike price. The first started on May 1, 2020 and has a strike price of EUR 1.30 (in total approx. 9.2m options). The second started on January 2021 and has a strike price of minimally EUR 2.60 (approx. 3.3m options). For employees participating in the second program but starting at a later date, the strike price is at a premium of 20% above the average share price of 10 trading days prior to the grant date, however always with a minimum of EUR 2.60. Both programs under the ESOP have an end date of December 31, 2030.

No employee has been granted more than 2,550,000 options under the ESOP. The options under the ESOP are subject to vesting periods, meaning that participants who leave their employment during the programs will lose any unvested shares. The vesting period to become entitled to 100% of the options is 60 months in total and occurs in several partial steps over the entire vesting period.

If a participant in the program leaves the Company (voluntarily or due to termination by employer for breach by employee) within two years after the start date of the phantom stock program for this respective participant, all phantom stock is lost. If a participant in the program leaves after more than two years after the start of the phantom stock program the participant loses 50% of the two most recent years of vested phantom stock.

The ESOP does not contain any performance criteria in addition to the strike price, due to MGI wanting to incentivize participants, encourage long-term shareholding in the company and local market practice in Malta and the jurisdictions where the group is active.

The maximum cumulative amount of options which can be granted under the ESOP to existing and future participants (and consequently the maximum number of Ordinary A Shares which can be issued under the ESOP, except in the event of recalculation) is 15,000,000, of which approx. 12.5 million options have been granted. If all granted options under the ESOP were to be exercised, the dilution would be 7.28 % (based on the current number of 159,249,358 Ordinary A Shares) and if all options were to be granted and exercised, the dilution would be 8.61 % (based on the current number of 159,249,358 Ordinary A Shares).

MGI has not had, and is not expected to have, any material (cash relevant) costs for the ESOP programs. For additional information on the ESOP, please also refer to MGI's annual reports.

Following the relocation to Sweden, due to differences between Swedish and Maltese corporate law, the board of directors intends to exercise its authorization (as proposed under item 12 below) to issue warrants to Bodhivas, MGI or a group company in order to secure the delivery of shares pursuant to the ESOP. MGI may also require that Bodhivas assigns its rights and obligations under the ESOP agreements to MGI or a MGI group company.

The board of directors therefore proposes that the Meeting approves (i) the continuation of current ESOP after the relocation to Sweden, (ii) that MGI shall be entitled to grant Bodhivas or MGI or a group company of MGI the right to subscribe for warrants (which are to be exercised for Ordinary A Shares), to (iii) entitle MGI to ensure that warrants or shares or the cash value can be delivered to the participants in the ESOP program on the same terms and conditions that now apply for the ESOP contracts with Bodhivas, (iv) entitle MGI to request that Bodhivas assigns its rights and obligations under the ESOP agreements to MGI or a group company, and (v) entitle the Board of MGI to take all steps required to execute measures (i) – (iv).

#### ***Approval of transfer of shares to participants in the ESOP program***

The board of director proposes that the general meeting resolves to approve the intended exercise of the authorisation to issue Ordinary A shares or warrants and that not more than 15,000,000 Ordinary A Shares or warrants (which are to be exercised for Ordinary A Shares) are transferred to existing and future participants in the ESOP program in accordance with the terms and conditions of the ESOP.

#### **Agenda item 9: Approve the appointment of Deloitte Sweden AB as Auditors of the Company for FY 2023, effective from the date the Company's registration as a Swedish company (pursuant to agenda item 11 below), and to authorize the Board of Directors to fix their remuneration.**

It is proposed that the registered accounting firm Deloitte Sweden AB is elected as Auditors of the Company for the period from the date of the Company's registration as a Swedish company (pursuant to agenda item 11 below) until the end of the 2023 annual general meeting. Deloitte Sweden AB has informed the Company that Deloitte Sweden AB will be the auditor in charge if the proposal is approved.

It is proposed that auditor's fees shall be payable upon approval of their invoice.

**Agenda item 10: Extraordinary Resolution to approve the change in name of the Company from Media and Games Invest SE to MGI - Media and Games Invest SE and to approve the new Memorandum and Articles of Association of the Company to effect this change.**

While preparing the relocation from Malta to Sweden the Company was notified that the relevant Swedish rules do not permit the registration of Media and Games Invest under its current name in Sweden due to the name being too generic.

Based on that requirement, the Company wishes to change its name from Media and Games Invest SE to MGI - Media and Games Invest SE in advance of the Proposed Transfer (as defined and described below in under item 11), which name will also be retained after completion of the Proposed Transfer.

The change in the name of the Company will require an amendment to the current memorandum and articles of association of the Company (the “**Current M&A**”) to include the new name, which change will become effective once the amended memorandum and articles of association with the new name (the “**Interim M&A**”) are filed with and registered by the Malta Business Registry following the Meeting.

The Interim M&A (reflecting the limited amendments to the Current M&A for the purpose of the name change) are available on the Company’s website at <https://mgi-se.com/annual-general-meeting-2022/>.

The Board of Directors therefore proposes that the Meeting resolves upon the following Extraordinary Resolutions:

- i. that the Company’s name be changed from Media and Games Invest SE to MGI - Media and Games Invest SE;
- ii. that the Current M&A be replaced by the Interim M&A to be adopted following this Meeting; and
- iii. to authorize the Company Secretary and/or any one (1) Director of the Company to register a copy of the Interim M&A with the Malta Business Registry (the “**MBR**”).

**Agenda item 11: Extraordinary resolution to approve a transfer proposal for the re-domiciliation of the Company from Malta to Sweden and to approve the new statutes of the Company to be adopted following its re-domiciliation and upon registration as a Swedish company.**

Following an evaluation by the Board of Directors and management of the Company, in light of Malta’s grey-listing by the Financial Action Task Force (FATF) in mid-2021, the Company believes that having the Company’s registered office in Malta may result in an increased risk premium on the Company’s shares and may preclude further investment from prospective investors.

Given that the Company’s core business is in North America and Continental Europe, and that its operations are not tied to Malta, the Board of Directors has chosen Sweden as the new registered office and headquarter of the Company. The Board of Director’s decision was motivated by the fact that the Company; (i) has been listed in Sweden since 2020, (ii) is already familiar with the local capital markets, and (iii) has a very strong local network on the ground, as well as several operating subsidiaries and employees in Stockholm. Furthermore, a large part of the Company’s shareholders hail from the Nordics and the Swedish regulatory framework is globally recognized. While MGI’s listing structure currently covers three jurisdictions – Malta (registered office), Germany (listing) and Sweden (listing) – the administrative complexity will be significantly reduced as a result of the relocation.

Due to the above, the Board of Directors is proposing that the general meeting resolves that the Company transfers its registered office and headquarters from Malta to Sweden (the “**Proposed Transfer**”) pursuant to Article 8 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the “**SE Regulation**”) and in terms of Article 6 (1) of Subsidiary Legislation 386.17 – Transfer of Registered Office of a European Company (SE) Regulations (the “**Subsidiary Legislation**”).

To this end and in connection with the obligation set out under Article 8 of the SE Regulation, the Board of Directors has prepared and submitted a transfer proposal (“**Transfer Proposal**”) and a transfer report (“**Transfer**

Report”) to the MBR, which provide explanations of the legal and economic aspects of the Proposed Transfer, including a description of any implications for the Company’s shareholders, creditors and employees as a result of the Proposed Transfer.

Shareholders are hereby being notified of their right to examine the Transfer Proposal and the Transfer Report, copies of which are available on the Company’s website at <https://mgi-se.com/annual-general-meeting-2022/>

The Proposed Transfer will also require the substitution of the Interim M&A with new statutes of the Company (the “**New Statutes**”). The New Statutes are to enter into force following the Proposed Transfer and upon registration of MGI as a Swedish company.

The New Statutes are available on the Company’s website at <https://mgi-se.com/annual-general-meeting-2022/>

The Board of Directors therefore proposed that the Meeting resolves on the following Extraordinary Resolutions:

- i. that the Company’s transfer of its registered office and headquarters from Malta to Sweden in terms of the SE Regulation and the Subsidiary Legislation be, and hereby is, approved;
- ii. that the Transfer Proposal and Transfer Report be, and hereby are, approved;
- iii. that the Interim M&A be replaced by the New Statutes upon the Company’s registration as a Swedish company; and
- iv. That the Board of MGI is entitled to do all that is required to execute the above measures and actions.

**Agenda item 12: Extraordinary Resolution to authorize the Board of Directors to issue shares, options, warrants and convertibles in the Company.**

With reference to the proposal under item 11 for the re-domiciliation of the Company’s registered office from Malta to Sweden. The Board of Directors is of the opinion that it would be beneficial for the Company for the Board of Directors to be authorised to (a) issue, following the re-domiciliation, new shares, options, warrants and convertibles in the Company, with or without provisions for payment in kind, set-off or other conditions and (b) restrict or withdraw the right of pre-emption of existing shareholders in respect of any such issue.

The purpose of this authorization would be to finance acquisitions, raise capital to facilitate growth and development of the company or to hedge, facilitate or settle the Company’s incentive programs (including the ESOP).

Accordingly, the Board of Directors proposes that the Meeting resolves upon the following Extraordinary Resolution:

- *Without prejudice to the existing authorisation to the Board of Directors, in terms of article 3 of the Company’s articles of association, to issue shares of any class, options which may be convertible into shares, and other rights and/or securities (by whatever name referred to) which may entitle the holder thereof to subscribe to shares in the Company, in each case up to the maximum value of the authorised share capital of the Company, which authorisation shall remain valid and in effect, to authorize the Board of Directors to – at one or several occasions and for the time period until the next annual general meeting of the Company – issue, following the re-domiciliation, new shares, options, warrants and convertibles in the Company, with or without provisions for payment in kind, set-off or other conditions, and with or without deviation from the shareholders’ preferential rights (i.e. have the right to restrict or withdraw the right of pre-emption of existing shareholders in respect of any such issue) and in each case within the limits of the company’s articles of association. The purpose of the authorisation and the possibility to deviate from the shareholders’ preferential rights shall be to enable the use of securities as consideration for or as financing of acquisitions of companies or businesses (including for payments of earn-outs and other deferred payments), raise capital to facilitate growth and development of the company or to hedge, facilitate or settle the Company’s incentive programs (including the ESOP).*

*(Swedish translation: [...] att bemyndiga styrelsen att efter bytet av bolagets registrerade säte – vid ett eller flera tillfällen intill slutet av nästkommande årsstämma – emittera nya aktier, optioner, teckningsoptioner och konvertibler i bolaget, med eller utan bestämmelser om apport, kvittning eller*

*andra villkor, och med eller utan avvikelser från aktieägarnas företrädesrätt (dvs. en rättighet att inskränka eller begränsa företrädesrätten hos befintliga aktieägare med avseende på sådana emissioner) inom ramen för de gränser som sätts av bolagets bolagsordning. Syftet med bemyndigandet och möjligheten att avvika från aktieägarnas företrädesrätt ska vara att möjliggöra för bolaget att använda värdepapper som likvid vid eller finansiering av förvärv av företag eller rörelser (inklusive för betalning av earn-outs och andra uppskjutna betalningar), anskaffa kapital för att främja tillväxt och utveckling av bolaget eller att säkra, främja och fullfölja bolagets incitamentsprogram, inklusive ESOP-programmet.)*

The Board of Directors proposes that the Meeting resolves that the Board of Directors, the CEO or such person as the Board of Directors authorise, shall be authorised to make such minor amendments and clarifications of the annual general meeting's decision that is required in connection with the registration with the Swedish Companies Registration Office.

(Swedish translation: Styrelsen, den verkställande direktören eller den person som styrelsen utser ska bemyndigas att göra sådana smärre justeringar i årsstämmans beslut som kan visa sig erforderliga i samband med registrering av beslutet hos Bolagsverket.)

#### **Other**

The Company has 159,249,358 Ordinary A Shares in issue as of the date of this notice (one vote per share).

The Interim M&A, the Transfer Proposal, the Transfer Report, and the New Statutes, are available on the Company's website at <https://mgi-se.com/shareholder-meeting/>

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[15 September 2022]

**MEDIA AND GAMES INVEST SE**

***The Board of Directors***

#### **For further information, please contact:**

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#### **About Media and Games Invest SE**

Media and Games Invest SE ("MGI") is an advertising software platform with strong first party games content. MGI's main operational presence is in Europe and North America. The company combines organic growth with value-generating synergetic acquisitions, which has demonstrated continuous strong profitable growth with a revenue CAGR of 77% (2018 –2021). Next to strong organic growth, the MGI Group has successfully acquired more than 35 companies and assets in the past 6 years. The acquired assets and companies have been integrated and amongst others cloud technology is actively used to achieve efficiency gains and competitive advantages. MGI is registered as Societas Europaea in Malta (registration number SE 15) and its shares are listed on Nasdaq First North Premier Growth Market in Stockholm and in the Scale segment of the Frankfurt Stock Exchange. The Company has two secured bonds that are listed on Nasdaq Stockholm and on the Frankfurt Stock Exchange Open Market.

The Company's certified advisor on Nasdaq First North Premier Growth Market is FNCA Sweden AB; [info@fnca.se](mailto:info@fnca.se), +46-8-528 00 399.