

3 July 2024

To the bondholders in:

ISIN: SE0015194527 – Verve Group SE (previously MGI - Media and Games Invest SE) maximum EUR 350,000,000 senior secured callable floating rate bonds 2020/2024

CONDITIONAL NOTICE OF EARLY REDEMPTION

This conditional notice of early redemption (the “Notice”) has been sent on 3 July 2024 to Bondholders directly registered as of 2 July 2024 in the debt register (Sw. *skuldbok*) kept by the CSD. If you are an authorised nominee under the Swedish Central Securities Depositories and Financial Instruments Accounts Act or if you otherwise are holding Bonds on behalf of someone else on a securities account, please forward this Notice to the Bondholder you represent as soon as possible.

Reference is made to the terms and conditions of the abovementioned bond issue (the “**Bonds**”) issued by Verve Group SE (previously MGI - Media and Games Invest SE) (the “**Issuer**”) initially on 27 November 2020 in accordance with the terms and conditions for the Bonds, as amended from time to time (the “**Terms and Conditions**”).

All capitalised terms used herein and not otherwise defined in this Notice shall have the meaning assigned to them in the Terms and Conditions.

The Issuer hereby gives conditional notice to all Bondholders of the Issuer’s outstanding Bonds for early redemption of the Bonds in full in accordance with Clause 12.3 (*Early voluntary total redemption (call option)*) in the Terms and Conditions (the “**Redemption**”). Subject to the condition described below, the Redemption Date is set to 29 July 2024 and the Record Date for the early redemption will be 22 July 2024, *i.e.* five (5) Business Days prior to the Redemption Date.

The Redemption is conditional upon the successful settlement of a EUR-denominated senior secured debt capital markets transaction (in accordance with the press release published by the Issuer on the date hereof) prior to the Record Date (the “**Condition**”).

Should the Condition not be fulfilled by the Record Date, the Redemption will not occur (unless the Condition has been waived or the Record Date and Redemption Date have been postponed by the Issuer at its sole discretion) which will, in such case, be confirmed to the Bondholders through a notice to the Bondholders and a press release.

If the Condition is satisfied or waived by the Issuer, the Redemption will be irrevocable and all outstanding Bonds will be redeemed at the redemption price of 100.719 per cent. of the outstanding Nominal Amount (*i.e.*, EUR 100,719 per Bond).

Any accrued and unpaid interest will also be paid in respect of the Bonds in accordance with the Terms and Conditions. The redemption amount together with accrued and unpaid interest up to and including the Redemption Date will be paid to each person who is registered as owner of Bonds in the debt register maintained by Euroclear Sweden at end of business on the Record Date.

In connection with the Redemption, the Bonds will be delisted from Nasdaq Stockholm and the Open Market of the Frankfurt Stock Exchange.

This conditional Notice of early redemption is governed by Swedish law. This Notice is for information purposes only and is not to be construed as an offer to purchase or sell or a solicitation of an offer to purchase or sell with respect to any securities of the Issuer.

For further information, please contact the Issuer at:

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(previously MGI - Media and Games Invest SE)