

## MEDIA AND GAMES INVEST SE (SE 15)

168, St Christopher Street, Valletta VLT1467, Malta

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### Notice and Agenda of an Annual General Meeting

NOTICE is hereby given to all members of Media and Games Invest SE (the “Company” or “MGI”) in terms of Article 30 of the Company’s Articles of Association that an **ANNUAL GENERAL MEETING** of the Company shall be held on 8 July 2021 at 10:00 (CEST) at 168, St Christopher Street, Valletta, VLT 1467, Malta (the “**Meeting**”)

#### 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 **8 June 2021** (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 in order to be entitled to attend and vote (in person or by proxy) at the Meeting. Any such 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.group/shareholder-meeting/>
- 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.group/shareholder-meeting/>). 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 CSD').
- **DUE TO COVID-19 TRAVEL AND OTHER RESTRICTIONS THAT ARE LIKELY TO BE IN PLACE AT THE TIME OF THE MEETING, SHAREHOLDERS OR THEIR PROXIES MAY BE UNABLE TO TRAVEL AND ATTEND THE MEETING IN PERSON AND/OR THE COMPANY MAY BE REQUIRED TO REFUSE THEM ENTRY IF THE NUMBER OF PERSONS AT THE MEETING EXCEEDS THE NUMBER PERMITTED BY THE MALTESE HEALTH AUTHORITIES. 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.group/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 28 June 2021. The Company must receive aggregated proxy data processed by the Malta Stock Exchange by e-mail at [AGMregistration@mgi-se.com](mailto:AGMregistration@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 forty-eight (48) hours before the 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 for 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. Presentation of Annual Report and the Auditor's report for the group
7. Response to Questions from Shareholders (if any)

### *Ordinary resolutions*

8. Consider the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2020
9. Declare a dividend of zero, based on the recommendation of the Board of Directors
10. Confirm and re-appoint RSM Malta as Auditor of the company, and to authorise the Board of Directors to fix their remuneration
11. Other matters

### **Other**

The Company has 149,679,980 Ordinary A Shares in issue as of the date of this notice (one vote per share).

The Auditor's Report and the Audited Financial Statements for the financial year ended 31 December 2020 are available from the Company's website (<https://mgi.group/investor-relations/financial-reports/>).

\* \* \*

25 May 2021

**MEDIA AND GAMES INVEST SE**

***The Board of Directors***

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

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Head of Investor Relations

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

Media and Games Invest SE (MGI), is a fast-growing and profitable company operating in the digital games sector with a strong supportive media unit and a focus on North America & EMEA. The company combines organic growth with value-accretive acquisitions, delivering strong and sustainable earnings growth. Since 2014 the MGI Group has successfully acquired well over 30 companies and assets which are integrated onto our platform, exploiting efficiency-enhancing technologies such as the cloud. The Company's shares are listed on Nasdaq First North Premier Growth Market in Stockholm and the Scale segment of the Frankfurt Stock Exchange. The Company also has a bond 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.