

Stockholm, 7 March 2025

**To the bondholders in:**

**ISIN: SE0018042277 – Verve Group SE's (previously Media and Games Invest SE) maximum EUR 300,000,000 senior secured callable floating rate bonds 2022/2026**

**CONDITIONAL NOTICE OF EARLY REDEMPTION**

**This conditional notice of early redemption (the “Notice”) has been sent on 7 March 2025 to Bondholders directly registered as of 6 March 2025 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 Media and Games Invest SE) (the “**Issuer**”), with first issue date on 21 June 2022 in accordance with the terms and conditions for the Bonds (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)*) of the Terms and Conditions (the “**Redemption**”). Subject to the condition described below, the Redemption Date is set to 10 April 2025 and the record date for the early redemption will be 3 April 2025 (the “**Record Date**”), *i.e.* five (5) Business Days prior to the Redemption Date.

The Redemption is conditional upon the successful settlement of the senior unsecured bond issue that was announced by the Issuer by way of press release on 6 March 2025 (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 unconditional and all outstanding Bonds (as of the Record Date) will be redeemed at the redemption price of 102.344 per cent. of the total outstanding Nominal Amount (*i.e.*, EUR 102,344 per Bond) (the “**Redemption Price**”).

Any accrued and unpaid interest will also be paid in respect of the Bonds in accordance with the Terms and Conditions. The Redemption Price together with accrued and unpaid interest up to and including the Redemption Date will be paid on the Redemption Date 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 Frankfurt Stock Exchange Open Market.

This Notice of early redemption is irrevocable, subject to the Condition described herein, and 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 more information, please contact:**

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Head of Investor Relations

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**Verve Group SE**