

Notice and Agenda of the Annual General Meeting

NOTICE is hereby given to all shareholders of MGI - Media and Games Invest SE that the company will be holding an annual general meeting on 13 June 2024 at 09.30 (CEST) at the premises of Gernandt & Danielsson, Hamngatan 2, Stockholm, Sweden. Entry and registration begins at 09.00 (CEST).

The board of directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and the company's articles of association, decided that shareholders shall have the right to exercise their voting rights by postal voting prior to the annual general meeting. Accordingly, shareholders may choose to participate at the annual general meeting in person, by proxy or through postal voting.

Please note that shareholders, in order to be eligible to attend and vote at the annual general meeting, may be subject to different registration dates depending on the CSD affiliation of the shares held by the shareholder. See more under the heading "*Right to participate and notice of attendance*".

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on 4 June 2024 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed on 7 June 2024; and
- give notice of attendance in accordance with the instructions set out under the heading "*Notification of attendance in person or by proxy*" no later than on 7 June 2024 or submit a postal vote in accordance with the instructions set out under the heading "*Instructions for postal voting*" no later than on 7 June 2024.

Shareholders whose shares are held through Clearstream Banking AG (or any other CSD than Euroclear Sweden AB) should, well in advance of the record date, consult their custodian or nominee about the process they must follow in order to be entered as a shareholder in the share register kept by Euroclear Sweden AB on 4 June 2024.

NOTIFICATION OF ATTENDANCE IN PERSON OR BY PROXY

Shareholders who wish to attend the annual general meeting in person or by proxy shall give notice of attendance to the company no later than on 7 June 2024 either:

- electronically on the company's website (www.mgi-se.com);
- by email to generalmeetingservice@euroclear.com;
- by mail to "MGI – Media and Games Invest SE AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden; or
- by telephone on +46 (0)8-402 91 33 on weekdays between 09.00 and 16.00 (CEST).

The notification shall state the shareholder's name or company name, personal identification number or corporate identification number, address, phone number and, where applicable, the number of accompanying assistants (not more than two).

Shareholders who do not wish to participate in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy with a written, signed and dated power of

attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

In order to facilitate the registration at the annual general meeting, power of attorneys, certificates of registration, and other authorisation documents should be submitted per email to generalmeetingservice@euroclear.com or by mail to “MGI – Media and Games Invest SE AGM”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden no later than on 7 June 2024. Please note that a notification of attendance at the annual general meeting must be made even if the shareholder wishes to exercise its voting rights at the annual general meeting through a proxy. A submitted power of attorney is not considered as a notification of attendance at the annual general meeting. A form of power of attorney is available on the company’s website (www.mgi-se.com). The form can also be obtained from Euroclear Sweden or be ordered by email to generalmeetingservice@euroclear.com.

INSTRUCTIONS FOR POSTAL VOTING

Shareholders who wish to exercise their voting rights through postal voting must use the postal voting form and follow the instructions that are available on the company’s website (www.mgi-se.com). The postal voting form may also be obtained from Euroclear Sweden or be ordered by email to generalmeetingservice@euroclear.com. The postal voting form must be received by the company or Euroclear Sweden no later than on 7 June 2024. The postal voting form must either:

- be sent by email to generalmeetingservice@euroclear.com;
- be submitted electronically in accordance with the instructions on the company’s website (www.mgi-se.com); or
- be sent by mail to “MGI – Media and Games Invest SE AGM”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the general meeting’s secretariat prior to the opening of the annual general meeting.

If the shareholder is a legal entity, a certificate of registration or other authorisation document shall be enclosed with the voting form. If the shareholder votes by proxy, a written, signed, and dated power of attorney shall be enclosed with the voting form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms become invalid. Further information and conditions can be found in the voting form.

PROPOSED AGENDA

1. Election of chairman of the meeting
2. Preparation and approval of voting register
3. Approval of agenda
4. Election of one or two persons to verify the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Presentation of the income statement, balance sheet and auditor’s report of the company and the group
7. Resolutions:
 - (a) on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - (b) on the disposition of the company’s profit or loss as shown in the adopted balance sheet
 - (c) on discharge from liability of members of the board of directors and the CEO
8. Resolution on amendment of paragraph 8 of the articles of association
9. Determination of the fees to be paid to the board of directors and the auditor

10. Determination of the number of directors of the board of directors and auditors
11. Election of board of directors, chairman of the board of directors and auditor
12. Resolutions:
 - (a) on change of the company name by amendment of paragraph 1 of the articles of association
 - (b) on amendment of paragraph 3 of the articles of association
13. Resolutions:
 - (a) on the establishment of LTIP 2024
 - (b) on delivery of Shares under the LTIP 2024 through an issue and transfer of warrants of series 2024/2036
 - (c) on delivery of Shares under the LTIP 2024 through hedging arrangements with a third party
14. Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles
15. Resolutions:
 - (a) on amendment of paragraph 4 of the articles of association
 - (b) on reduction of the share capital
16. Closing of the meeting

Item 1. Election of chairman of the meeting

The nomination committee proposes that Mikael Borg, member of the Swedish Bar Association, or, in his absence, the person nominated by a representative of the nomination committee shall be appointed as chairman of the annual general meeting.

Item 7(b). Resolution on the disposition of the company's profit or loss as shown in the adopted balance sheet

The board of directors proposes, in accordance with the proposal included in the annual report, that no dividend is paid for the financial year 2023 and that the residue of this year's result shall be carried forward.

Item 8. Resolution on amendment of paragraph 8 of the articles of association

The board of directors proposes that the annual general meeting resolves that the wording with respect to the board of directors in paragraph 8 of the articles of association, is amended so that the maximum number of directors is seven (instead of six) and the minimum number is four (instead of three).

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 of this resolution with the Swedish Companies Registration Office.

A resolution in accordance with this item 8 is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

Items 9–11. Determination of the fees to be paid to the board of directors and the auditor, determination of the number of directors of the board of directors and auditors, election of board of directors, chairman of the board of directors and auditor

The nomination committee proposes:

- That the board of directors fees shall be paid with an unchanged amount of EUR 50,000 to each board member that is not employed by the company and EUR 100,000 to the chairman of the board. In addition, the nomination committee proposes that a total fee of EUR 25,000 shall be allotted to the chairman of the audit committee as well as to the chairman of the remuneration committee. These fees shall apply for a full period between the election and the next annual general meeting. This means that the board fees amount to, in total, EUR 400,000, provided that the annual general meeting resolves to increase the maximum number of board members as set out in the articles of association and to EUR 350,000 should the annual general meeting not resolve to increase the number of board members (item 9).
- That fees to the auditor shall be paid in accordance with approved invoice (item 9).
- Provided that the annual general meeting resolves to increase the maximum number of board members, that the board of directors shall comprise seven directors. Should the annual general meeting not resolve to increase the maximum number of board members as set out in the articles of association, the board of directors shall comprise six directors (item 10).
- That the company shall have one auditor (item 10).
- Provided that the annual general meeting resolves to increase the maximum number of board members as set out in the articles of association, re-election of the board members Elizabeth Para, Franca Ruhwedel, Johan Roslund and Remco Westermann, and the election of Greg Coleman and Peter Huijboom as new board members, as well as re-election of Tobias M. Weitzel as member and chairman of the board of directors for the period until the close of the annual general meeting 2025. Should the annual general meeting not resolve to increase the maximum number of board members as set out in the articles of association, the nomination committee proposes re-election of Elizabeth Para, Franca Ruhwedel, Johan Roslund and Remco Westermann, and the election of Greg Coleman as new board member, as well as re-election of Tobias M. Weitzel as member and chairman of the board of directors for the period until the close of the annual general meeting 2025 (item 11).
- Re-election of the company's auditor Deloitte Sweden AB for the period until the close of the annual general meeting 2025. Deloitte Sweden AB has informed the nomination committee that the auditor Christian Lundin will continue as auditor-in-charge if Deloitte Sweden AB is re-elected as auditor (item 11).

The nomination committee's complete proposals, including a presentation of the proposed members of the board of directors and an assessment of their independence in relation to the company, the executive management and the company's major shareholders, are available on the company's website (www.mgi-se.com).

Item 12(a)–(b). Resolutions on (a) change of the company name by amendment of paragraph 1 of the articles of association and (b) amendment of paragraph 3 of the articles of association

The board of directors proposes a change of the company name by amendment of paragraph 1 of the articles of association and, in connection with this, an amendment of paragraph 3 of the articles of association. The changes are proposed in order to mark the completion of the company's transformation into a leading digital media company.

The proposals under item 12 of the agenda consist of (a) change of the company name by amendment of paragraph 1 of the articles of association and (b) an amendment of the articles of association and are conditional on each other; thus the board of directors proposes that the annual general meeting's resolutions under item 12 shall be adopted as a single and joint resolution. The resolutions under item 12 are valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

(a) Resolution on change of the company name by amendment of paragraph 1 of the articles of association

The board of directors proposes that the annual general meeting resolves to change the name of the company to Verve Group SE.

The proposal to change the name of the company marks the completion of the company's transformation into a leading digital media company. Over the past years, MGI has strategically shifted its focus towards becoming an integrated digital media company, operating a fast-growing, profitable ad-software platform that matches global advertiser demand with publisher ad-supply while having a strong competitive advantage based on data and AI. The rebranding is a logical next step within this transformation. Based on the advertising part already working with the brand Verve Group, it makes sense to now introduce the Verve brand for the entire company, emphasising today's as well as future focus of the company. The gaming subsidiaries of MGI which support the media business strongly with unique ad-inventory, data and testing environments, will continue to operate under their own brands.

The change requires paragraph 1 of the articles of association to be amended accordingly. 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 of this resolution with the Swedish Companies Registration Office.

(b) Resolution on amendment of paragraph 3 of the articles of association

In order to align the articles of association with the company's transformation into a leading digital media company and the name change proposed under item 12(a) above, the board of directors proposes that the annual general meeting resolves to replace paragraph 3 of the articles of association, objects of the company, as follows:

Current wording:

- The company shall directly or through subsidiaries conduct operations that include (a) distribution of and trade with computer-, console- and video- and mobile games, as distributor, licensee and developer to consumers and business partners and provide online platforms for such games, (b) media activities for advertisers as well as publishers and other connected platforms and partners, to sell and buy ads and to provide the technical platforms and processes as well as data for that, (c) manage and acquire tangible and intangible assets (including majority as well as minority participations) and conduct operations compatible therewith, and (d) any other activities including financing of the herefore mentioned activities.

New wording:

- The company shall conduct operations that include (a), directly or indirectly through subsidiaries, media activities for advertisers as well as publishers and other connected platforms and partners, to sell and buy ads and to provide the technical platforms and processes as well as data for that, as well as conduct operations compatible therewith and (b), indirectly through subsidiaries, distribution of and trade with computer-, console- and video- and mobile games, as distributor, licensee and developer to consumers and business partners and provide online platforms for such games.

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 of this resolution with the Swedish Companies Registration Office.

Item 13(a)–(c). Resolutions on (a) the establishment of LTIP 2024, (b) delivery of Shares under the LTIP 2024 through an issue and transfer of warrants of series 2024/2036 and (c) delivery of Shares under the LTIP 2024 through hedging arrangements with a third party

(a) Resolution on the establishment of LTIP 2024

Background and purpose

The board of directors proposes that the general meeting resolves to establish a new long-term incentive program (“**LTIP 2024**”). The MGI group is international, with the majority of its revenue and a substantial part of its operations in North America, and thus competes for talent globally. In order to attract and retain talent for key positions it is important that MGI can offer its key employees a competitive remuneration package. This includes being able to offer similar types of compensation as its global competitors, an important component of which is a competitive LTIP program.

The proposed LTIP 2024 is similar to the company's existing and historical incentive programs that are approaching the end of their duration and is designed to retain and motivate the group's senior key employees. The program is intended to span three years (36 months) from 30 June 2024, with an allocation to participants spread over the duration of the 36 months program. The purpose of proposing a multiyear program is to give the shareholders greater visibility over potential dilution and to give better foreseeability for participants as well as to provide flexibility for the company to adapt allocation during the span of the program to cater for inter alia such years when there are more new hires that the company deems shall be encompassed by the program. Approximately 50 key employees, including the top management of the company and certain subsidiaries, will be entitled to participate in the LTIP 2024. The purpose of the LTIP 2024 is to give the participants an opportunity to take part in a potential increase in the value of the MGI shares, thereby ensuring that the participants' interests are aligned with shareholder interests.

Subject to the terms and conditions of the LTIP 2024, the company will award restricted stock options (“**RSOs**”) to members of the MGI group's top management, including the CEO, and to other key employees (the “**Participants**”).

Main terms

The RSOs shall be allocated by the board of directors, pursuant to the following main principles (which will be reflected in agreements with each Participant):

1. The maximum number of RSOs that may be granted per each consecutive twelve-month period is 2,300,000 and the maximum number of RSOs that may be granted under the LTIP 2024 is 4,750,000, which can be used to acquire a maximum of 4,750,000 of the company's shares of Class A (“**Shares**”). The aforementioned three consecutive twelve-month periods shall be: 30 June 2024–29 June 2025, 30 June 2025–29 June 2026 and 30 June 2026–30 June 2027. The maximum number of RSOs that may be granted is equivalent to a maximum potential average dilution of less than 1.0% per twelve-month period provided an equal part of the maximum number of RSOs are granted each such period and less than 3.0% over the entire duration of the LTIP 2024. If the maximum number of RSOs that may be allocated during one twelve-month period has not been allocated to Participants such period the remainder may be granted in subsequent periods.

2. The RSOs can be exercised to acquire Shares at a strike price equivalent to the higher of EUR 2.00 and 120% of the Share price in connection with the Date of Grant, as further described under “Price and other terms” below.
3. The RSOs will be granted to up to 50 Participants. The maximum number of RSOs that can be awarded to any Participant, including the CEO, in one year is 500,000. A Participant may only be granted RSOs once each consecutive twelve-month period during the duration of LTIP 2024.
4. RSOs may be granted to Participants, as of the last business day of the first three quarters each consecutive twelve-month period during the duration of LTIP 2024 (provided for the avoidance of doubt that no RSOs may be granted for the first quarter of 2024). A date on which RSOs are granted is referred to as a “**Date of Grant**”. All granted RSOs are subject to being earned and vesting prior to being exercised, each as further described below. If applicable insider rules and regulations prohibit a Participant from being granted RSOs at any of the dates set out above, or in other extraordinary circumstances, the board of directors has the right to postpone the Date of Grant for a Participant.
5. The Participants will earn RSOs each of the first four yearly anniversaries following the applicable Date of Grant (each an “**Earn Event**” where granted RSOs are “**Earned**”). The Participants will Earn 15% at the first Earn Event, 25% at the second Earn Event, 25% at the third Earn Event and the remaining 35% at the fourth Earn Event until all RSOs granted at a Date of Grant have been Earned after four years from such Date of Grant. The period from a Date of Grant until the fourth Earn Event is referred to as the “**Earn Period**”.
6. The RSOs will vest on the date falling two years after each respective Earn Event (meaning that the first 15% of the RSOs will vest three years from each Participant’s Date of Grant). If a Participant leaves the MGI group earlier than two years after such Participant’s first Date of Grant, all of the Participant’s RSOs are lost. However, if a Participant leaves the MGI group more than two years after such Participant’s first Date of Grant, such Participant shall be entitled to keep all of his or hers vested RSOs as well as 50% of his or hers Earned but unvested RSOs, and the Participant will not be subject to any additional Earn Events. Any RSOs not exercised at the latest 30 months after a Participant has left the MGI group shall lapse without any compensation to the Participant.
7. The board of directors shall be responsible for the detailed terms and the administration of the LTIP 2024 within the scope and framework of this proposal.

Price and other terms

Each vested RSO entitles the Participant to acquire one Share at a price equivalent to the higher of (i) EUR 2.00 and (ii) 120% of the average closing price of the Share on the Frankfurt Stock Exchange (Xetra) during the period of twenty (20) trading days immediately prior to each relevant Date of Grant (the “**Strike Price**”).

Participants can exercise vested RSOs as of the last business day of the first three quarters each year (each an “**Exercise Date**”), starting on the date falling two years from the relevant Earn Event (i.e., on the vesting date) and ending on the date falling three years thereafter (i.e., five years after the relevant Earn Event). If applicable insider rules and regulations prohibit a Participant from exercising its RSOs at any of the applicable Exercise Dates, the board of directors has the right to postpone the Exercise Date for such Participant.

The agreements with the Participants shall include provisions regulating the event of a change in control of the company (meaning a party, or several parties acting in concert, acquiring shares representing more than 90 percent of the votes in the company) or a direct or indirect sale, transfer or other disposal of all or substantially all of the business and assets, in which case any Earned RSOs, plus those that pro rata in relation to the actual time lapsed since the previous Earn Event, would be Earned during that year, and any vested but not already exercised, RSOs shall become exercisable.

The maximum number of Shares the RSOs entitle to subscription for and the Strike Price shall be recalculated based on, and in the event of such circumstances set out in, the terms and conditions of the warrants under the Warrant Hedge Arrangement proposed below.

The LTIP 2024 will be governed by Swedish law, unless to the extent mandatory applicable law applicable to a Participant requires otherwise.

Performance criteria

The initial allocation of RSOs to Participants under the LTIP 2024 shall be determined based on the Participants' level of responsibility as well as individual performance. The performance metrics include both financial criteria such as revenue growth and cost control and responsibility and non-financial criteria, such as e.g. onboarding new customers, meeting product or engineering goals. Further, the value of the RSOs is linked to the economic value added by the Participants and as such the equity value of the company. Participants only get the value add, based on the Share price development; i.e. the value of the Share at the Exercise Date minus the Strike Price. Consequently, in order for the RSOs to have any value, MGI's Share price needs to increase by more than 20% compared to the Share price during the measurement period (as described above). The board of directors thus considers the Participant's incentives to be aligned with MGI's shareholders without additional performance criteria for the exercise of the RSOs.

Delivery of Shares and hedging

The board of directors has considered two alternatives for delivering Shares to Participants in the LTIP 2024. Firstly, the board of directors recommends, in accordance with the proposal under item 13(b) on the proposed agenda, that the company issues warrants to a subsidiary or to the company and that the subsidiary or the company may dispose of the warrants in order to ensure the company's obligations under the LTIP 2024 (the "**Warrant Hedge Arrangement**").

However, if the annual general meeting does not resolve on the Warrant Hedge Arrangement, the board of directors has also considered another alternative, a so called swap agreement as proposed under item 13(c) on the proposed agenda. This alternative entails higher costs for MGI, and is therefore only intended to be exercised if the Warrant Hedge Arrangement is not approved by the annual general meeting.

In the event a Participant cannot receive Shares under applicable laws or regulations or at reasonable cost or with reasonable administrative effort by the Participant or the company or if otherwise deemed suitable by the board of directors, the board of directors shall have the right to decide to settle the RSOs: (i) wholly or partly in cash (including for the purpose of allowing the Participants to fund the subscription price for Shares through exercise of warrants), (ii) through the delivery of part of the Shares or warrants against a lower Strike Price, (iii) through a "net settlement" whereby a number of warrants are allocated to a Participant for free corresponding to the net value of the Participant's RSOs, or (iv) through a combination thereof. The board of directors shall also have the right to, in its own discretion, decide that Shares, warrants and/or cash shall be withheld by the company in order to cover or facilitate the payment of applicable taxes.

Only whole warrants (no fractions) may be delivered to a Participant to settle the company's obligation under LTIP 2024 and the number of warrants delivered to a Participant in the settlement shall thus be rounded down to the nearest number of whole warrants.

Dilution effect

The maximum dilution effect will be approximately 3.0 percent if all RSOs are settled in Shares and consequently maximally 4,750,000 warrants of series 2024/2036 are exercised for subscription of up to 4,750,000 new Shares in the company. In the event of a full or partial cash or net settlement, the dilution would be substantially lower than the number of RSOs distributed. If the warrant settlement method proposed under item 13(b) of the proposed agenda is not approved with the requisite majority and the company's obligations under the LTIP 2024 are settled by way of an equity swap arrangement with a third party proposed under item 13(c), no dilution effect will arise.

Costs

The costs for the LTIP 2024 are based on the IFRS 2 reporting standards and will be amortised over the Earn Period. The board of directors has made a preliminary cost calculation for the LTIP 2024, which is based on a share price at the Date of Grant of EUR 1.66, a Strike Price of EUR 2, that all granted RSOs are Earned following the Earn Period and a time period from the granting of the RSOs to exercise of 6.47 years. On the basis of the above assumptions, the value of each RSO has, using a Black & Scholes simulation model been set at EUR 0.85 which implies expected costs for the LTIP 2024 of approximately EUR 4.00 million. No other material costs, including social security costs, are expected in relation to the LTIP 2024.

Other share-based incentive programs in MGI

For information about other share-based incentive programs in MGI, please refer to the company's annual report 2024 (see section "Equity-settled share-based payment transactions"). These main terms are also available on the company's website (www.mgi-se.com). Other than as described therein there are no other share-based incentive schemes in MGI.

Preparation of the proposal

The LTIP 2024 has been prepared by the company's remuneration committee and has been adopted by the board of directors.

Authorisation

Each of the members of board of directors, or such person as the board of directors authorise, shall be authorised to make such minor adjustments to this resolution that may be required for the registration with the Swedish Companies Registration Office, Euroclear Sweden AB or any other CSD than Euroclear Sweden AB. The board of directors shall have the right to undertake minor adjustments to the LTIP 2024 due to applicable foreign rules and laws, applicable law, regulation, market practice or otherwise.

Majority requirement and conditions for the resolution

A resolution in accordance with the board of directors' proposal regarding the establishment of the LTIP 2024 under this item 13(a) of the proposed agenda requires support from shareholders representing more than half of the votes cast at the general meeting.

The resolution shall be conditional upon that the general meeting resolves upon either of the board of director's proposals to secure the delivery of Shares under the LTIP 2024 under items 13(b) or 13(c) on the proposed agenda.

(b) Resolution on delivery of Shares under the LTIP 2024 through an issue and transfer of warrants of series 2024/2036

Under the LTIP 2024 proposed by the board of directors under item 13(a) of the proposed agenda, the company has an obligation, subject to certain conditions, to deliver Shares to the Participants in the LTIP 2024.

In order to secure the company's obligation to deliver Shares and, to the extent permitted and possible, cover any costs (including taxes and social security charges), the board of directors proposes that the general meeting resolves to issue and transfer up to 4,750,000 warrants of series 2024/2036 on the terms and conditions set out below. The board of directors considers the warrant settlement method to be the preferred alternative to the equity swap arrangement with a third party included in item 13(c) of the proposed agenda since the costs for an equity swap arrangement are significantly higher than the costs for issuing and transferring warrants. If the general meeting resolves to approve the proposed warrant settlement method under this item 13(b) with the requisite majority, the resolution under item 13(c) below will not be required.

In order to secure the company's obligation to deliver Shares under the LTIP 2024, the board of directors proposes that the general meeting resolves to issue and transfer warrants of series 2024/2036 in the company on the following terms and conditions:

1. A maximum of 4,750,000 warrants of series 2024/2036 shall be issued.
2. The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights vest with the company or a subsidiary to the company with the right and obligation to dispose of the warrants in accordance with the company's obligations under the LTIP 2024.
3. The reason for the deviation from the shareholders' pre-emptive rights is to secure the company's obligations to deliver Shares and to cover any costs (including taxes and social security charges) under the LTIP 2024.
4. Subscription for the warrants shall take place on a separate subscription list not later than on 27 June 2024.
5. The warrants shall be issued without consideration.
6. Each warrant shall entitle the holder to subscribe for one new Share (a share in the company of Class A). The exercise price for subscription for Shares based on the warrants shall correspond to the, at the time of exercise, quota value of a share in the company.
7. The warrants may be exercised during the period from and including 30 June 2025 up to and including 31 December 2036.
8. The new Shares shall carry rights to dividends for the first time on the record date for dividends that occurs after subscription has been effected.
9. The number of Shares for which each warrant entitles subscription may be recalculated under certain circumstances as set forth in the complete terms and conditions for the warrants.
10. Upon exercise of all 4,750,000 warrants, the company's share capital will increase by EUR 47,500 (based on a quota value of EUR 0.01 and with EUR 4,750,000 based on a quota value of EUR 1).
11. The new Shares will be encompassed by the conversion clause in the company's articles of association
12. The company and the subsidiary as applicable may for the purpose of delivering Shares and secure its obligations under the LTIP 2024:
 - transfer the warrants to Participants in LTIP 2024 without consideration whereby subscription of Shares is to be made through the exercise of the warrants and against payment of the quota value,
 - transfer the warrants to a third party with whom the company has entered into an agreement regarding exercising the warrants and delivery of Shares to Participants in LTIP 2024 in accordance with the terms and conditions for LTIP 2024, and/or
 - otherwise disposes of the warrants in order to ensure the company's obligations in connection with LTIP 2024.

The complete terms and conditions for the warrants of series 2024/2036, a copy of the company's articles of association, other information and documents according to the Swedish companies act will be available at the

company and on the company's website (www.mgi-se.com) not later than three weeks prior to the general meeting.

A resolution in accordance with the board of directors' proposal requires support from shareholders representing not less than nine-tenths of both the votes cast and the shares represented at the general meeting.

(c) Resolution on delivery of Shares under the LTIP 2024 through hedging arrangements with a third party

As set out under items 13(a) and 13(b) above, the board of directors proposes that the annual general meeting resolves that MGI, if the required majority for approval is not reached under item 13(b) above, may enter into agreements on hedging arrangements with a third party in order to ensure the company's obligation to deliver Shares in accordance with LTIP 2024. Such arrangement would mean that MGI enters into an equity swap agreement with a third party for such third party to acquire Shares in its own name and thereafter transfers the Shares (or the corresponding value of a cash settlement, if applicable) to Participants in LTIP 2024.

The resolution is conditional upon that the required majority for approval of item 13(b) above is not reached.

Item 14. Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, at one or several occasions and for the time period until the next annual general meeting, issue shares, warrants and convertibles within the limits of the company's articles of association. The authorisation shall be limited so that the board of directors may not resolve upon issues of shares, warrants and convertibles that entail that the total number of shares that are issued, issued through conversion of convertibles or issued through exercise of warrants exceeds 35% of the total number of shares in the company at the time the board of directors exercises the authorisation for the first time.

Issues of shares, warrants and convertibles may be made with or without deviation from the shareholders' preferential rights and with or without provisions for payment in kind, set-off or other conditions. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights shall 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.

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 of this resolution with the Swedish Companies Registration Office.

A resolution in accordance with this item 14 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

Items 15(a)–(b). Resolutions on (a) amendment of paragraph 4 of the articles of association and (b) reduction of the share capital

The board of directors proposes an adjustment of the company's quota value from EUR 1 per share to EUR 0.01 per share. The adjustment is proposed in order to have a quota value which is more typical for Swedish companies and thus facilitate corporate actions in accordance with Swedish market practice, e.g., possible future quota value issues, rights issues where a market standard discount is applied, share issues or efficient settlement of incentive programs and share based acquisitions.

If the annual general meeting resolves on the amendment of paragraph 4 of the articles of association and the reduction of the share capital according to this item 15 on the proposed agenda, the board of directors intends to amend the terms of the outstanding warrants in the company to align inter alia the strike price with the new quota value.

The proposals under item 15 of the agenda consist of (a) an amendment of paragraph 4 of the articles of association and (b) a reduction of the share capital and are conditional on each other; thus the board of directors proposes that the annual general meeting's resolutions under item 15 shall be adopted as a single and joint resolution. The resolutions under item 15 are valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

(a) Resolution on amendment of paragraph 4 of the articles of association

In order to enable the reduction of the share capital proposed under item 15(b) below, the board of directors proposes that the annual general meeting resolves that the limitations with respect to the share capital in paragraph 4 of the company's articles of association, are amended so that the minimum share capital is EUR 1,550,000 and the maximum share capital is EUR 6,200,000.

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 of this resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or any other CSD than Euroclear Sweden AB, or due to other formal requirements.

(b) Resolution on a reduction of the share capital

The board of directors proposes that the annual general meeting resolves on a reduction of the share capital on the following terms and conditions.

The share capital is to be reduced by EUR 157,656,864.42. The reduction of the share capital is to be effected without redemption of shares. The purpose of the reduction is allocation to unrestricted shareholders' equity in order to reduce the company's quota value. Following the reduction, the share capital will amount to EUR 1,592,493.58 divided among 159,249,358 class A shares and 0 class B shares (i.e. 159,249,358 shares in total), each with a quota value of EUR 0.01.

The reduction of the share capital is subject to amendment of the articles of association pursuant to item 15(a) above. The company may not execute the reduction without approval from the Swedish Companies Registration Office or a public court, since the measures taken together result in a decrease in the company's restricted share capital.

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 of this resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or any other CSD than Euroclear Sweden AB, or due to other formal requirements.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances that may affect the assessment of the company's financial position. The duty to provide information shall also apply to the company's relationship with another group company, the consolidated accounts and such circumstances regarding subsidiaries that are referred to in the preceding sentence.

AVAILABLE DOCUMENTS

Complete proposals and other documentation that shall be kept available before the annual general meeting according to the Swedish Companies Act and the Swedish Corporate Governance Code is available at the company at address Stureplan 6, 114 35 Stockholm, Sweden, and on the company's website (www.mgi-se.com) no later than three weeks before the annual general meeting. The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to MGI – Media and Games Invest SE, "Annual General Meeting", Stureplan 6, 114 35 Stockholm, Sweden, or by e-mail to info@mgi-se.com.

PERSONAL DATA

Personal data obtained from the share register, notifications of attendance at the annual general meeting and information regarding proxies will be used for registration, preparation of the voting register for the annual general meeting and, where applicable, the minutes of the annual general meeting. For more information on how personal data is processed in connection with the annual general meeting, please refer to Euroclear Sweden AB's privacy notice that is available on Euroclear Sweden AB's website, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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May 2024

MGI – Media and Games Invest SE

The board of directors